MARVEL
the AMAZING SPIDER-MAN®
MARK&LARRY
THE COMPLETE BEN REILLY EPIC
BOOK 3

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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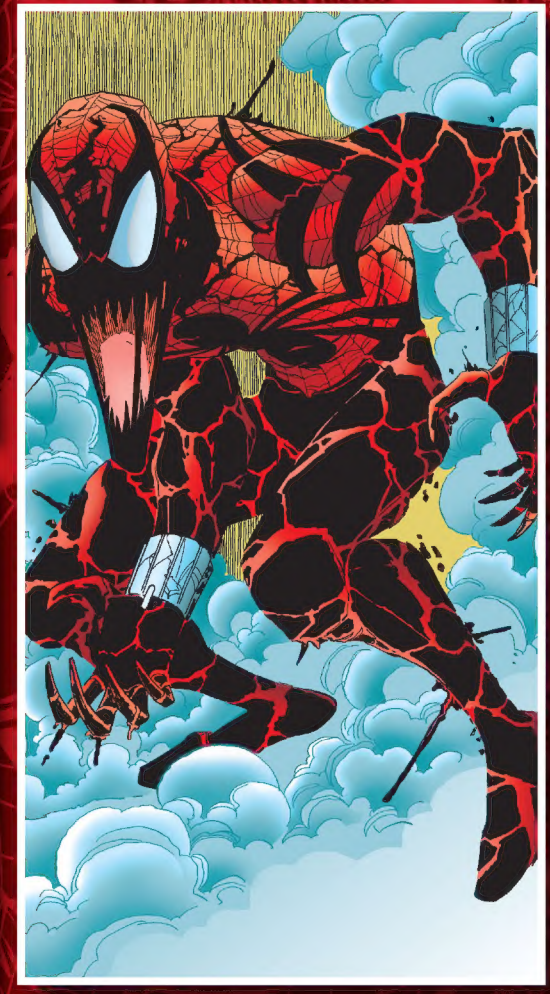

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SPIDER-MAN®
THE FINAL ADVENTURE
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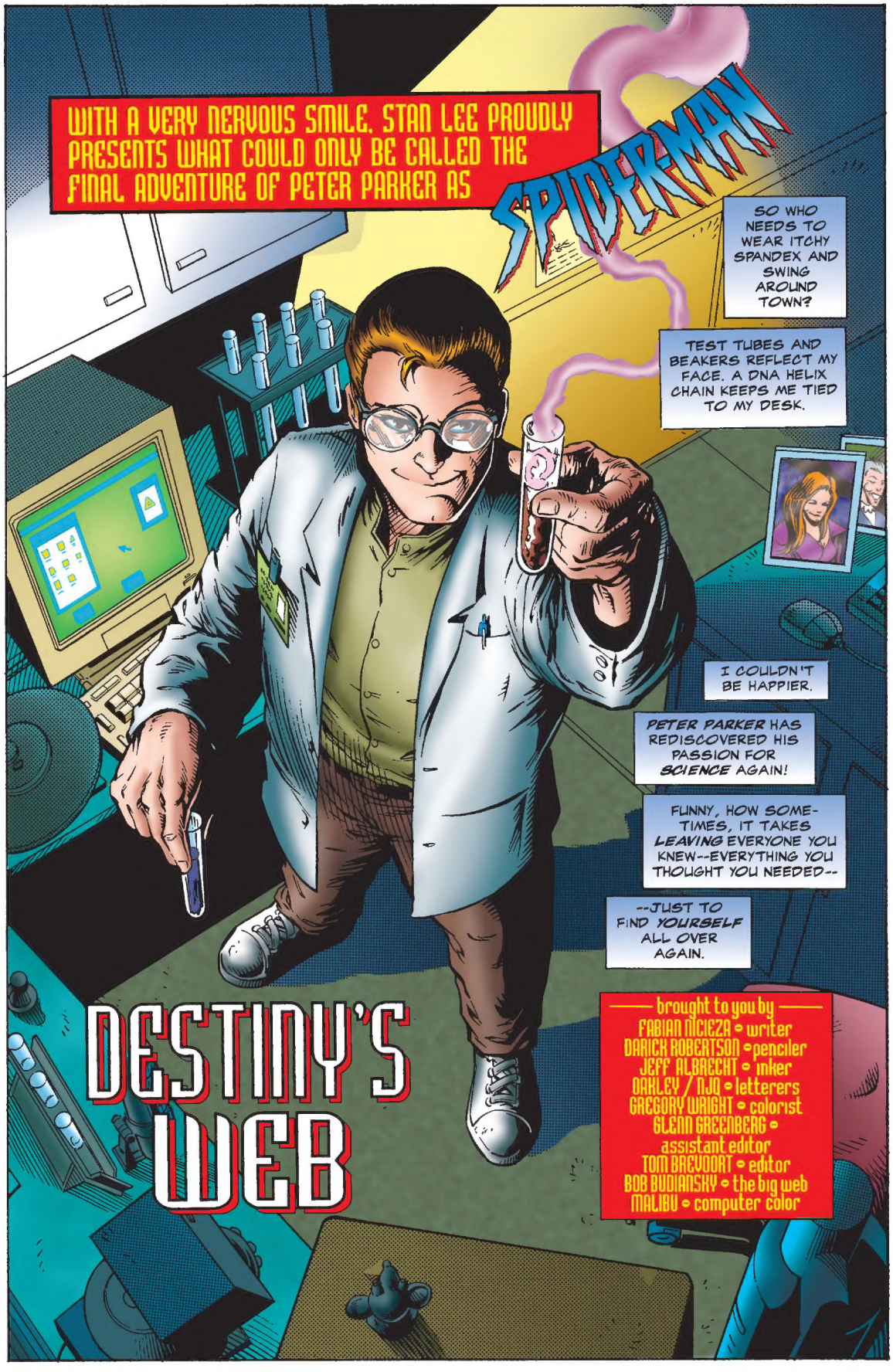
WITH A VERY NERVOUS SMILE, STAN LEE PROUDLY PRESENTS WHAT COULD ONLY BE CALLED THE FINAL ADVENTURE OF PETER PARKER AS
SPIDER-MAN
SO WHO NEEDS TO WEAR ITCHY SPANDEX AND SWING AROUND TOWN?
TEST TUBES AND BEAKERS REFLECT MY FACE. A DNA HELIX CHAIN KEEPS ME TIED TO MY DESK.
I COULDN'T BE HAPPIER.
PETER PARKER HAS REDISCOVERED HIS PASSION FOR SCIENCE AGAIN!
FUNNY, HOW SOMETIMES, IT TAKES LEAVING EVERYONE YOU KNEW--EVERYTHING YOU THOUGHT YOU NEEDED--
--JUST TO FIND YOURSELF ALL OVER AGAIN.
DESTINY'S WEB
brought to you by
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I HAD *UNDERLYING* REASONS FOR TAKING THIS JOB, BUT FOR ONCE, I CAN TAKE MY TIME IN DEALING WITH THEM.

THREE WEEKS IN *PORTLAND*, ONLY TWO WORKING AT *GARID*--GALANNAN ALTERNATIVE RESEARCH FOR IMMUNIZATION DEVELOPMENT--AND I FEEL COMFORTABLE HERE ALREADY.

EMERGENCY PROCEDURES

I *LOBBIED* HARD FOR A JOB WITH THIS PARTICULAR COMPANY FOR LOTS OF REASONS--

--THEY'RE WELL RESPECTED, THEY'RE AS FAR AWAY FROM *NEW YORK* AS WE COULD GET AND STILL SPEAK *ENGLISH*--

--BUT MOSTLY, IT'S BECAUSE *GARID* IS THE COMPANY WHICH SPONSORED THE *ORIGINAL EXPERIMENT* THAT ACCIDENTALLY TURNED ME INTO *SPIDER-MAN*, BACK WHEN THEY WERE GENERAL TECHTRONICS.

FIGURED THE BEST WAY TO PREPARE FOR ANY *PROBLEMS* MY UNBORN *CHILD* MIGHT HAVE GROWING UP BECAUSE OF MY *RADIOACTIVE BLOOD*--

--IS TO LEARN AS MUCH AS I CAN ABOUT HOW I GOT THIS WAY TO BEGIN WITH!

AS A RESEARCH ASSISTANT, MY FIRST ASSIGNMENT, CONVENIENTLY ENOUGH, HAS BEEN TO ORIENT MYSELF WITH THE COMPANY'S DATABASE.

I'VE SPENT TWO GLORIOUS WEEKS READING OVER FILES, SEEING BRILLIANT SCIENTIFIC MINDS AT WORK--

--PLAYING IN THEIR SANDBOX--

--HMM... THAT'S ODD.

File: Edit View

GROUP A STREPTOCOCCUS (GAS)

NECROTIZING FASCITI EXPERIMENTAL SYNTHETICS

TEST RESULTS M-1 STRAIN

PROCEDURE 12-A; DATED 8/27/95

FAILURE SUSPECTED DUE TO CHALONE PROTEIN DEFAULT

THIS ONE IS *REALLY* OUT OF *STAR TREK*...

...A *SYNTHETIC SKIN DEVELOPMENT*? FOR WHAT?

MAYBE TO TREAT BURN VICTIMS?

BUT THE FILE ENTRY MENTIONED A *NECROTIZING FASCITIS*--THAT'S AN INVASIVE STREPTOCOCCAL DISEASE.

IN LAYMAN'S TERM, A FLESH EATER.

I WONDER HOW THEY EXPECT TO--

YOU *CAN'T* PULL THE TREATMENT ON BLOCK SIX, *ERIC*!

I'M SORRY, *MONICA*, BUT YOU'VE LEFT ME LITTLE CHOICE.

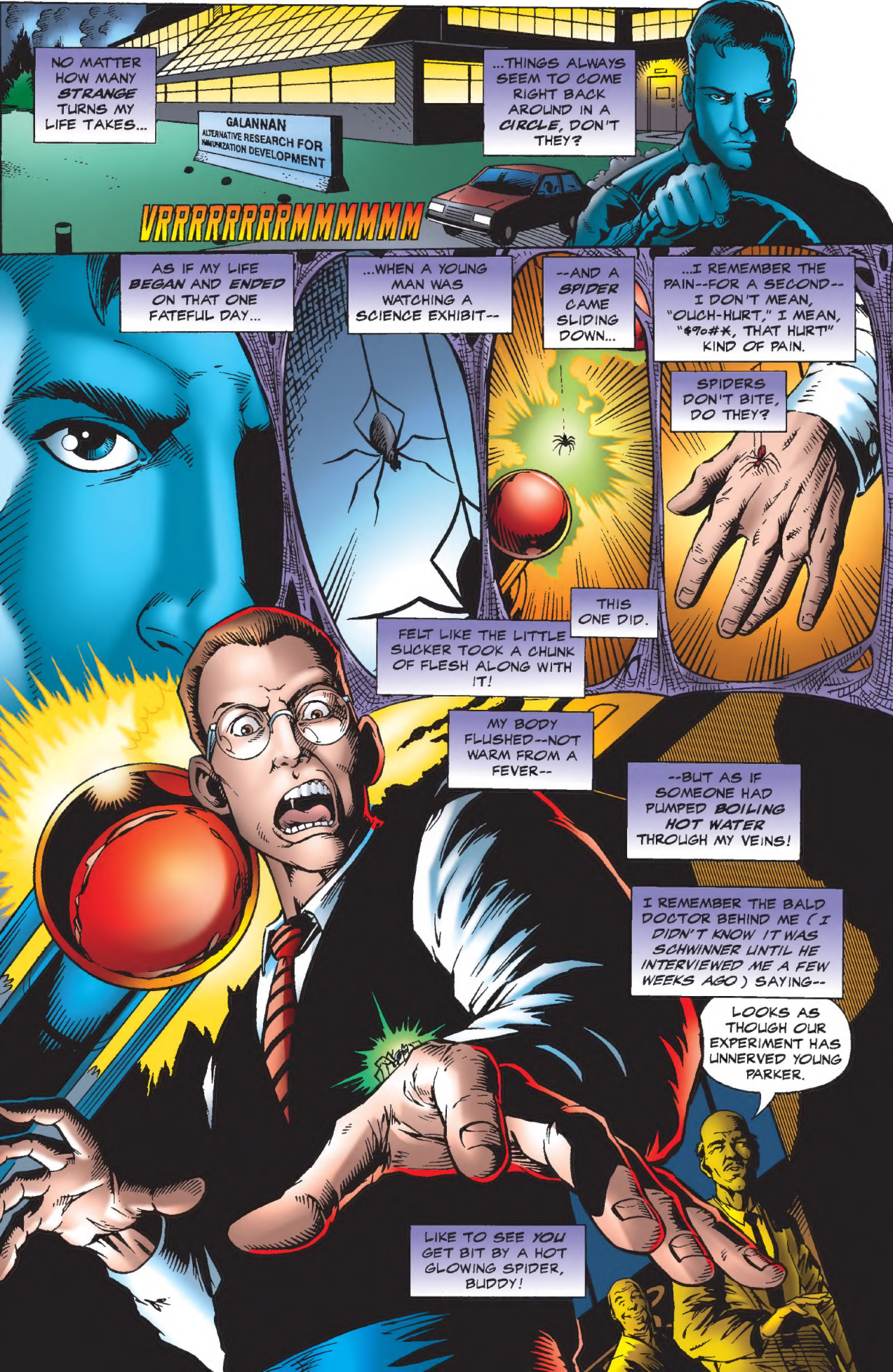
DR. ERIC SCHWINNER AND *DR. MONICA STAPHOS*.

HMHM--?

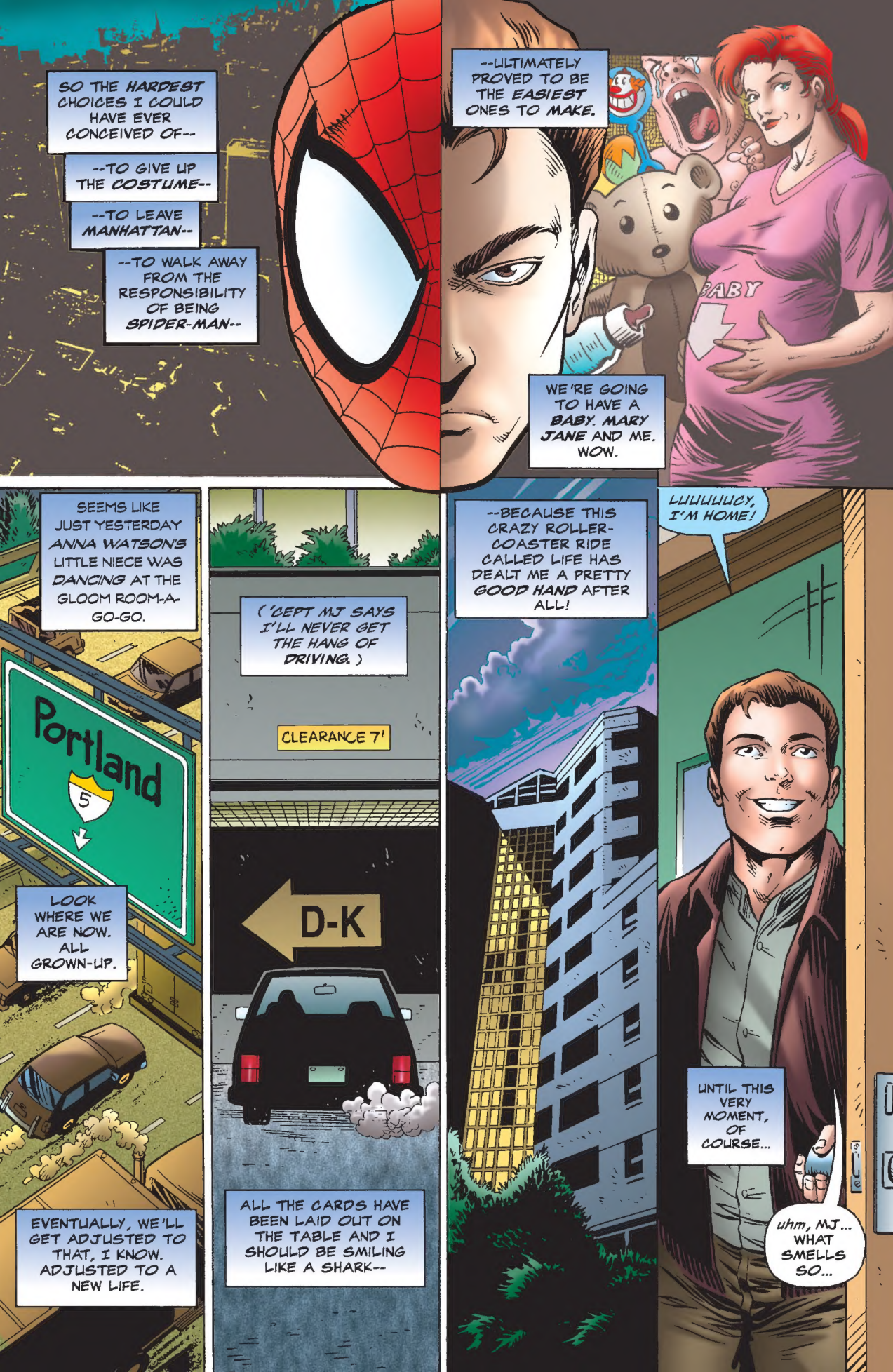
SPIDER-SENSE IS TINGLING MILDLY? WHY? IT ONLY DOES THE CRANIAL LAMBADA WHEN THERE'S *DANGER*--

HE RUNS GARID. SHE RUNS HIM RAGGED.

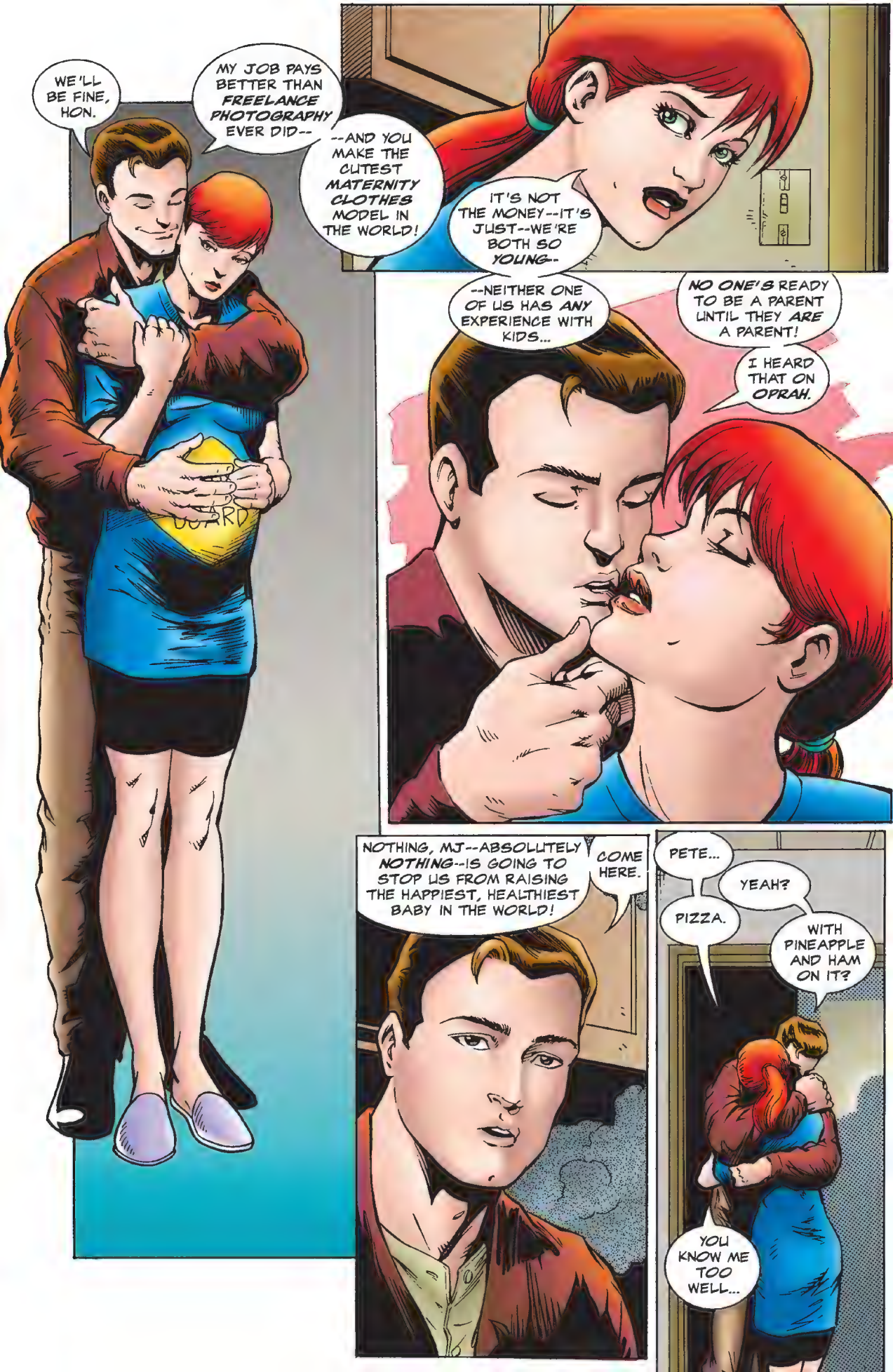
YOUR REACTION TO MY DECISION PROVES TWO THINGS TO ME, DOCTOR--
--ONE: THE SSD IS SIMPLY NOT READY FOR USAGE AND YOU'RE TRYING TO RAM IT THROUGH THE SYSTEM, AS USUAL--
EVEN THOUGH THE PATIENT IS TERMINAL ALREADY?
--AND TWO: YOU MUST NOT LIKE YOUR JOB VERY MUCH IF YOU'RE GOING TO ARGUE THIS LOUDLY WITH ME OUTSIDE OF CLOSED DOORS!
THE GUY I USED TO WORK FOR MAKES THE TWO OF YOU SOUND LIKE A WHISPER.
NEWSPAPER WORK, RIGHT? PUBLISHERS ARE THUGS.
HOW GOES EVERY-THING?
IT'S BEEN EXACTLY WHAT I WAS LOOKING FOR, SIR.
KILLER BACKHAND, DOC.
I SPEND THE WHOLE DAY FEELING LIKE I'M IN HIGH SCHOOL AGAIN, WHEN THERE WAS ALWAYS SOMETHING NEW TO LEARN.
SORRY YOU HAD TO SEE THAT UGLY LITTLE DISPLAY, PETER.
AH, YES, HIGH SCHOOL. YOU MENTIONED SOMETHING ABOUT ONE OF OUR EXHIBITS DURING OUR FIRST INTERVIEW?
IRONIC, ISN'T IT, AFTER ALL THIS TIME, TO END UP HERE WITH US?
YEAH, PRETTY IRONIC, ALL RIGHT...

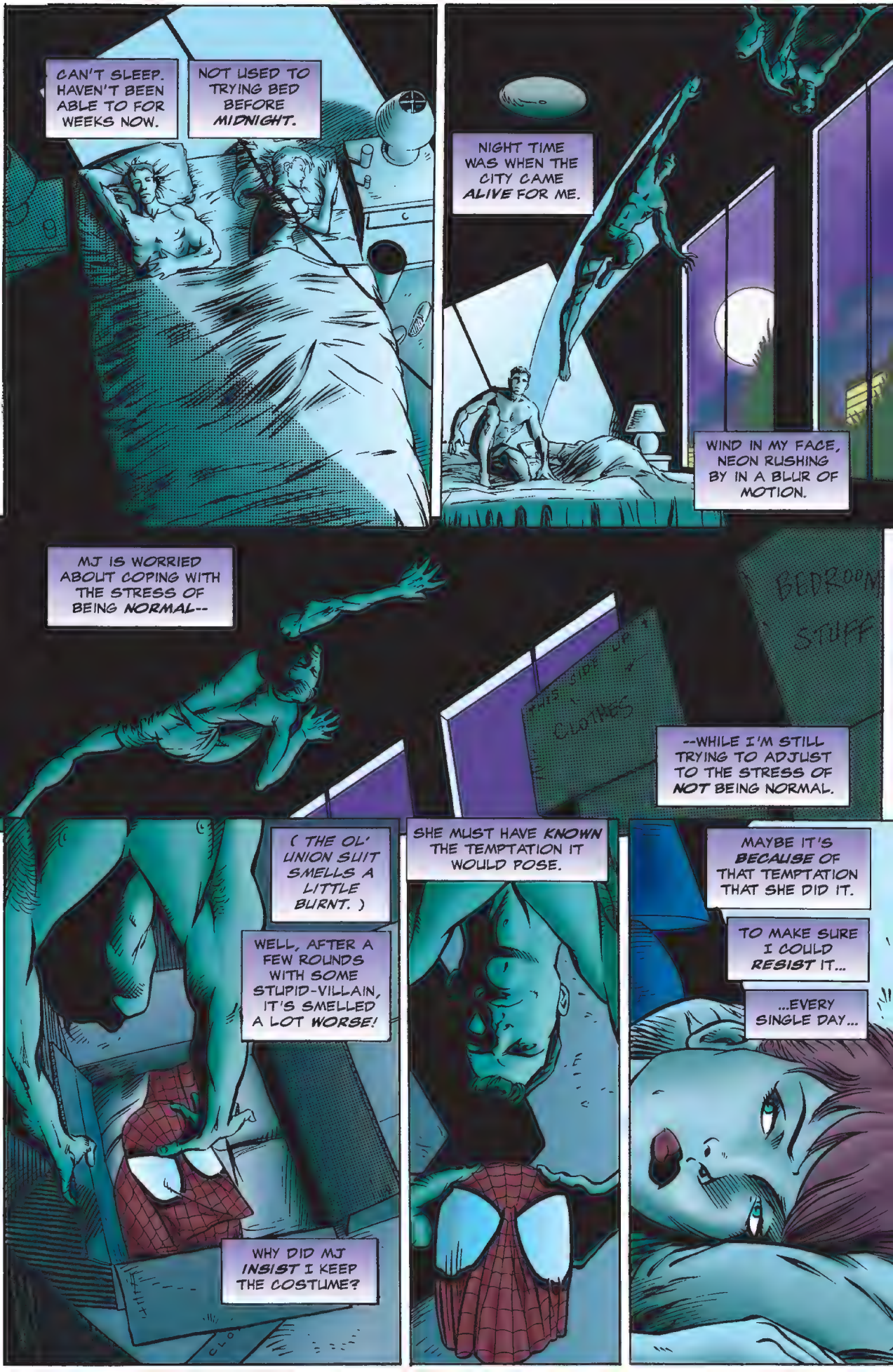

NO MATTER HOW MANY STRANGE TURNS MY LIFE TAKES...
GALANNAN
ALTERNATIVE RESEARCH FOR IMMUNIZATION DEVELOPMENT
...THINGS ALWAYS SEEM TO COME RIGHT BACK AROUND IN A CIRCLE, DON'T THEY?
VRRRRRRRRMMMMMM
AS IF MY LIFE BEGAN AND ENDED ON THAT ONE FATEFUL DAY...
...WHEN A YOUNG MAN WAS WATCHING A SCIENCE EXHIBIT--
--AND A SPIDER CAME SLIDING DOWN...
...I REMEMBER THE PAIN--FOR A SECOND--I DON'T MEAN, "OUCH-HURT," I MEAN, "$%@#%, THAT HURT!" KIND OF PAIN.
SPIDERS DON'T BITE, DO THEY?
THIS ONE DID.
FELT LIKE THE LITTLE SUCKER TOOK A CHUNK OF FLESH ALONG WITH IT!
MY BODY FLUSHED--NOT WARM FROM A FEVER--
--BUT AS IF SOMEONE HAD PUMPED BOILING HOT WATER THROUGH MY VEINS!
I REMEMBER THE BALD DOCTOR BEHIND ME (I DIDN'T KNOW IT WAS SCHWINNER UNTIL HE INTERVIEWED ME A FEW WEEKS AGO) SAYING--
LOOKS AS THOUGH OUR EXPERIMENT HAS UNNERVED YOUNG PARKER.
LIKE TO SEE YOU GET BIT BY A HOT GLOWING SPIDER, BUDDY!

THEN AGAIN, AFTER EVERYTHING I'VE BEEN THROUGH SINCE THEN--
--MAYBE I WOULDN'T!
FIRST I USED THE ABILITIES THAT KOOKY SPIDER GAVE ME THE SAME WAY ANYONE ELSE WOULD HAVE--
--TO MAKE BUCKETFULS OF MONEY!
BUT AFTER UNCLE BEN WAS KILLED BY A BURGLAR--THE SAME CROOK I'D BEEN TOO SELF-CENTERED TO STOP DAYS EARLIER--
--I KNEW THAT I WOULD HAVE TO USE MY POWERS RESPONSIBLY.
AND LIFE'S BEEN JUST ONE LONG RIDE ON THE CONEY ISLAND CYCLONE EVER SINCE.
EQUAL PARTS THRILLING AND TERRIFYING.
PEOPLE I'VE LOVED HAVE DIED IN MY ARMS, PEOPLE I'VE HATED HAVE BEEN SAVED BY MY HAND.
JACKALS TO THE LEFT OF ME, HOST BODIES USED FOR CLONING PURPOSES TO THE RIGHT, HERE I AM, STUCK IN THE MIDDLE WITH ME.
I'M A CLONE!
THE SCARLET SPIDER--BEN REILLY--WAS THE ORIGINAL PETER PARKER.
(I'M DEALING WITH IT.)
ON THE PLUS SIDE, WE PLAYED ONE-POTATO AND I GOT TO KEEP THE NAME, THE WIFE AND THE LIFE.
NOW, I GET GREAT COFFEE AND BEN GETS A FRESH START.


SO THE HARDEST CHOICES I COULD HAVE EVER CONCEIVED OF--
--TO GIVE UP THE COSTUME--
--TO LEAVE MANHATTAN--
--TO WALK AWAY FROM THE RESPONSIBILITY OF BEING SPIDER-MAN--
--ULTIMATELY PROVED TO BE THE EASIEST ONES TO MAKE.
BABY
WE'RE GOING TO HAVE A BABY. MARY JANE AND ME. WOW.
SEEMS LIKE JUST YESTERDAY ANNA WATSON'S LITTLE NIECE WAS DANCING AT THE GLOOM ROOM-A-GO-GO.
Portland
5
LOOK WHERE WE ARE NOW. ALL GROWN-UP.
EVENTUALLY, WE'LL GET ADJUSTED TO THAT, I KNOW. ADJUSTED TO A NEW LIFE.
('CEPT MJ SAYS I'LL NEVER GET THE HANG OF DRIVING.)
CLEARANCE 7'
D-K
ALL THE CARDS HAVE BEEN LAID OUT ON THE TABLE AND I SHOULD BE SMILING LIKE A SHARK--
--BECAUSE THIS CRAZY ROLLER-COASTER RIDE CALLED LIFE HAS DEALT ME A PRETTY GOOD HAND AFTER ALL!
LUUUUUUCY, I'M HOME!
UNTIL THIS VERY MOMENT, OF COURSE...
uhm, MJ... WHAT SMELLS SO...

...UNIQUE--?
VERY FUNNY. DIE, PETER. DIE THE DEATH OUR DINNER HAS!
BABY ON BOARD
A WORSE FATE I COULD NOT IMAGINE.
I COOK LIKE YOU DRIVE!
LOOK ON THE BRIGHT SIDE, YOU CAN ONLY KILL THE TWO OF US--THREE OF US-- I GOT A WHOLE CITY IN MY SIGHTS!
BABY ON BOARD
WHAT WAS IT BEFORE THE HUMAN TORCH GOT A-HOLD OF IT?
CHICKEN FAJITAS.
HMM. THAT'S A TOUGH ONE. INVOLVING WHAT--? FRYING SOME VEGETABLES AND CHICKEN, RIGHT?
HOW CAN I TAKE CARE OF OUR BABY WHEN I CAN'T EVEN TAKE CARE OF US?
OUR KID WILL ONLY EAT THE BEST, MJ!
CHINESE OR PIZZA?
I'M SERIOUS, PETE! ARE WE REALLY READY FOR THIS?
AFTER EVERY-THING WE'VE BEEN THROUGH, CAN WE HANDLE BEING PARENTS?


WE'LL BE FINE, HON.
MY JOB PAYS BETTER THAN FREELANCE PHOTOGRAPHY EVER DID--
--AND YOU MAKE THE CUTEST MATERNITY CLOTHES MODEL IN THE WORLD!
IT'S NOT THE MONEY--IT'S JUST--WE'RE BOTH SO YOUNG--
--NEITHER ONE OF US HAS ANY EXPERIENCE WITH KIDS...
NO ONE'S READY TO BE A PARENT UNTIL THEY ARE A PARENT!
I HEARD THAT ON OPRAH.
NOTHING, MJ--ABSOLUTELY NOTHING--IS GOING TO STOP US FROM RAISING THE HAPPIEST, HEALTHIEST BABY IN THE WORLD!
COME HERE.
PETE...
YEAH?
PIZZA.
WITH PINEAPPLE AND HAM ON IT?
YOU KNOW ME TOO WELL...

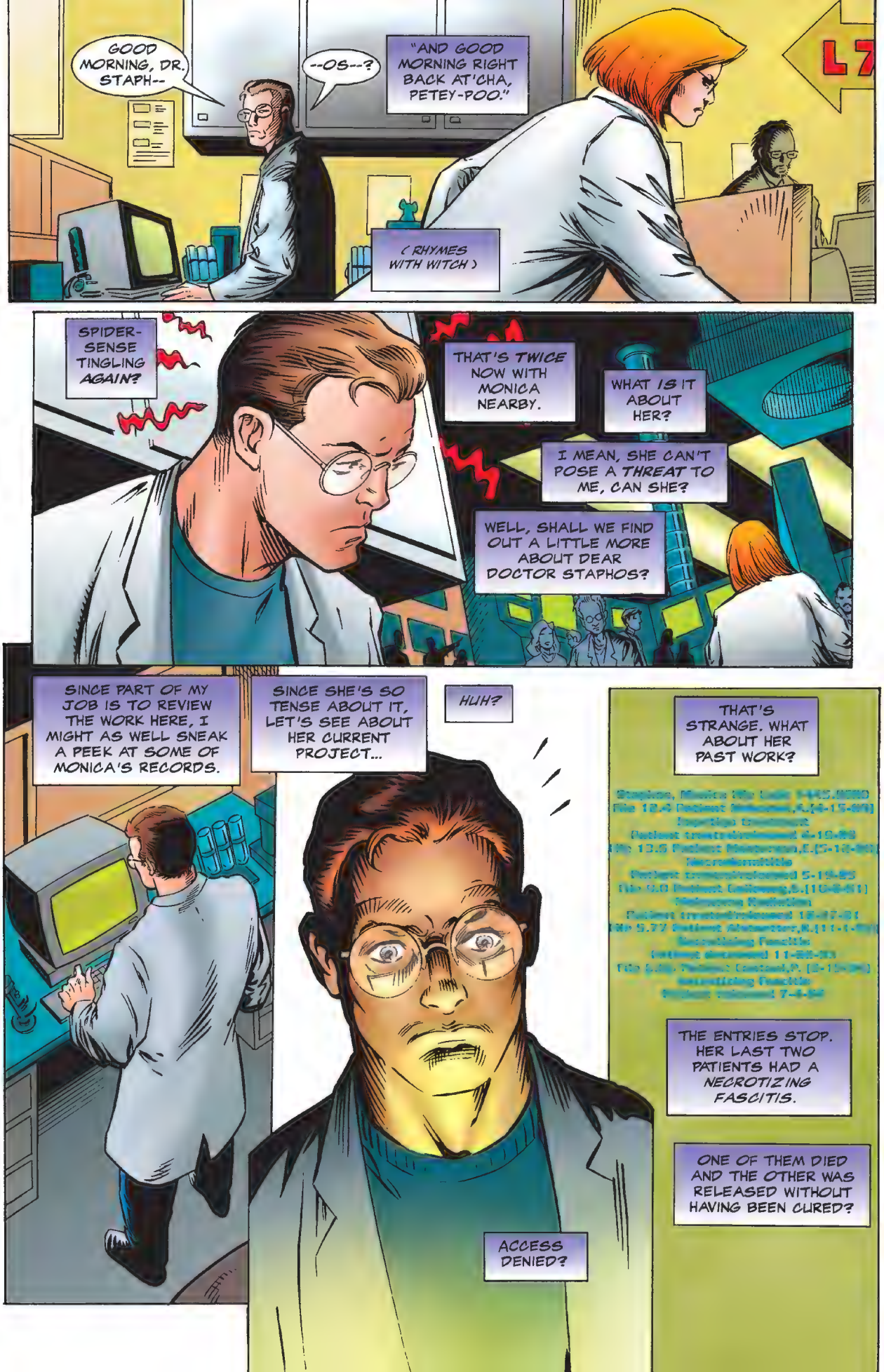

CAN'T SLEEP. HAVEN'T BEEN ABLE TO FOR WEEKS NOW.
NOT USED TO TRYING BED BEFORE MIDNIGHT.
NIGHT TIME WAS WHEN THE CITY CAME ALIVE FOR ME.
WIND IN MY FACE, NEON RUSHING BY IN A BLUR OF MOTION.
MJ IS WORRIED ABOUT COPING WITH THE STRESS OF BEING NORMAL--
--WHILE I'M STILL TRYING TO ADJUST TO THE STRESS OF NOT BEING NORMAL.
(THE OL' UNION SUIT SMELLS A LITTLE BURNT.)
WELL, AFTER A FEW ROUNDS WITH SOME STUPID-VILLAIN, IT'S SMELLED A LOT WORSE!
WHY DID MJ INSIST I KEEP THE COSTUME?
SHE MUST HAVE KNOWN THE TEMPTATION IT WOULD POSE.
MAYBE IT'S BECAUSE OF THAT TEMPTATION THAT SHE DID IT.
TO MAKE SURE I COULD RESIST IT...
...EVERY SINGLE DAY...

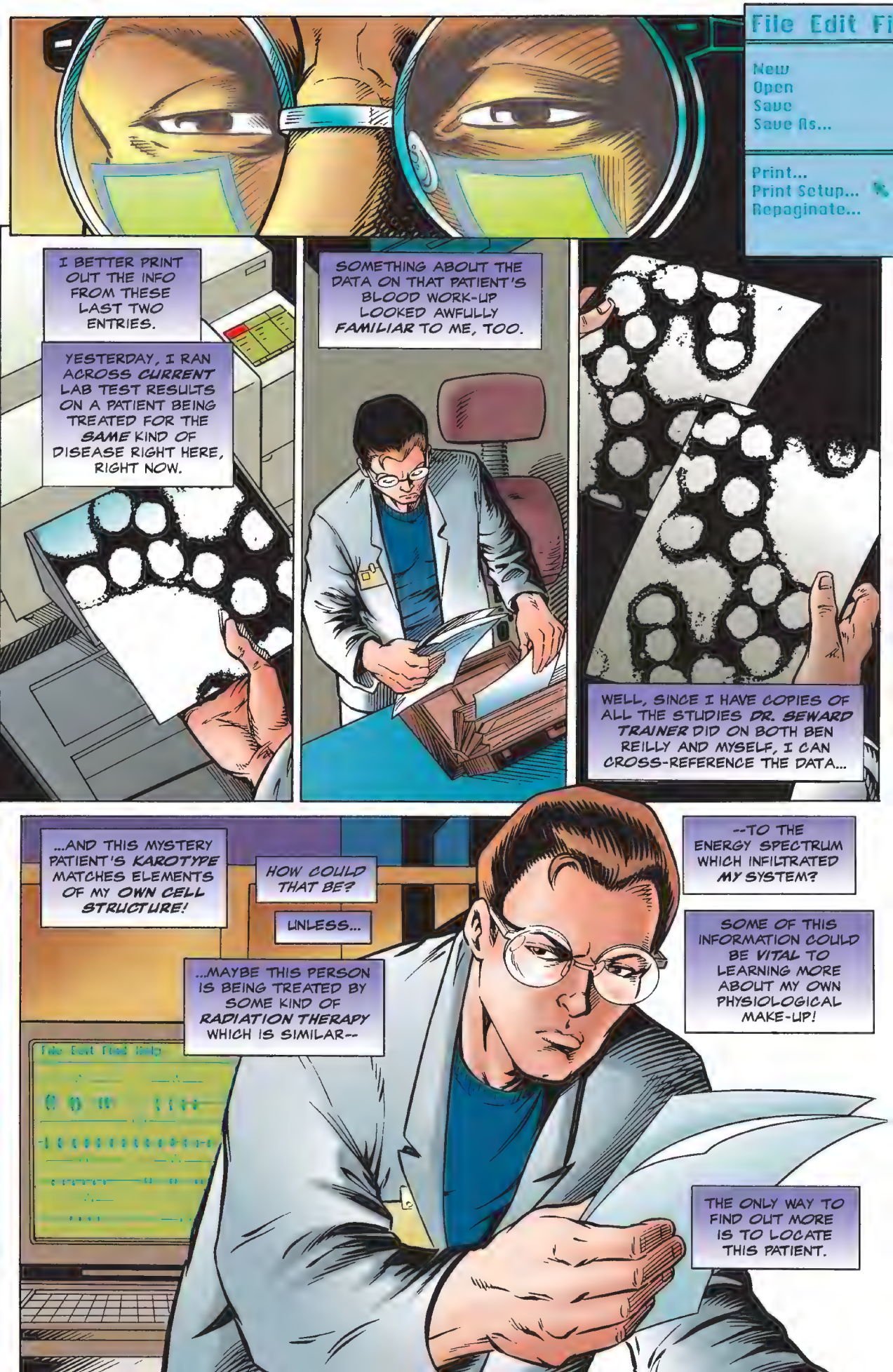
DAILY BUGLE. CITY DESK. PLEASE HOLD.
TASTES LIKE WET RUBBER TODAY!
THAT POT'S BEEN SITTING ON THE BURNER FOR HOURS, GLORY.
DAILY BUGLE. CITY DESK. PLEASE HOLD.
DAILY BUGLE
SO WITH PARKER GONE, THERE GO THE FLASHY SPIDER-MAN PICS.
YEAH, WE'LL HAVE TO RELY ON SOLID REPORTING FOR A CHANGE.
ATTITUDE, ELLIS, YOU'RE NOTHING BUT.
I REMIND YOU A BIT OF YOUR UNCLE, RIGHT, PHIL?
BACK WHEN OL' BEN URICH REALLY WORKED A STORY 'TIL IT BLED BLACK INK, I MEAN.
KEN, YOU GOTTA GET SQUARED BEFORE YOU'RE HALF THE REPORTER HE IS.
YEAH, SPEAKING OF SQUARES...
...BEN, CAN WE TALK A MO'?
YOU KNOW THE RULES, ELLIS.
UNTIL MY SECOND CIG AND THIRD CUP OF COFFEE, YOU DON'T EXIST IN THE MORNING.
IF I DIDN'T EXIST, HOW COULD I CATCH ALL THE CRUMBS YOU LEAVE ME?

A NICE SEGUE, I MIGHT ADD...
...I WAS THINKING OF A DIFFERENT ANGLE ON A STORY YOU DROPPED.
WANTED TO WORK IT THROUGH AFTER PETER PARKER'S TRIAL FOR MURDER--
--TRYING TO FIGURE OUT THE CONNECTION BETWEEN MY PAL, THE SCARLET SPIDER, AND THE ORIGINAL SPIDER-MAN.
DAILY BUGLE: GALACTUS IS HERE
FIT ROUND-PEG PARKER, WHAT WITH HIS PICTURES OF SPIDEY AND ALL, INTO THAT SQUARE HOLE.
CAN I HIT YOUR DEAD FILES, SEE IF I CAN COME UP WITH ANYTHING NEW?
YOUR TIME, MY FILING SYSTEM. THE PLEASURE IS ALL MINE, ELLIS.
THERE'S NO STORY, KEN.
CAN'T DROP WHAT YOU CAN'T HOLD.
MY ESTEEMED MANAGING EDITOR, MR. JOE ROBERTSON IS TELLING MOI, YOUNG BUCK-STUD REPORTER, TO DROP A STORY?
I'M NOT HASSLING THEM, ROBBIE.
JUST THOUGHT I'D CALL PARKER, MAYBE HE COULD HELP ME GET MORE INFO ON SCARLET SPIDER, IS ALL.
STORY'S OVER. HAD A NICE "THIRTY," TOO.
"AND THEY LIVED HAPPILY EVER AFTER."
THE TRIAL IS DONE. PETER WAS INNOCENT ALL ALONG.
HE AND MJ ARE IN PORTLAND NOW. LET THEM HAVE THEIR BABY IN PEACE.
FILES. FUN.
BETTY BRANT HAS HIS NEW NUMBER. GO CALL HIM.
LEAVE US ALONE.
DAILY BUGLE
SPIDER-MAN

I DON'T CARE WHAT ERIC SAYS, I'M NOT WATCHING YEARS OF RESEARCH GO DOWN THE DRAIN--
--BECAUSE HE'S WORRIED ABOUT RISKING THE LIFE OF SOME CONVICT WHO'S TERMINAL TO BEGIN WITH!
THERE HAS TO BE SOME WAY TO GET THE SYNTHETIC SKIN DERIVATIVE TO WORK ON THE PATIENT!
AND THE ONLY WAY TO FIGURE THE PROBLEM OUT IS THROUGH APPLIED EXPERIMENTATION.
BREEP!
IF VERYS DIES, ERIC WILL HAVE MY HEAD.
DR. STAPHOS?
YES, MR. FALCONER.
WE'RE HAVING A BIT OF A PROBLEM WITH A PATIENT IN BLOCK 6.
WHICH ONE?
VERYS.
ON MY WAY.
DOCTOR.
THAT LOOK ON YOUR FACE WORRIES ME, CALVIN.
THEN YOU MUST BE WORRIED EVERY TIME YOU SEE ME, MONICA.
DID HE REACT NEGATIVELY TO THE SSD?
YOU TELL ME.

HEY CHARLEY, YOUR EPIDERMIS IS SHOWING!
WELL, QUICK, RIP IT OFF BEFORE ANYONE SEES IT!
MR. VERYS... RIVER...ARE YOU ALL RIGHT?
WHERE DO I BEGIN, DOC?
HIPPIE PARENTS? LSD IN MY MILK?
TEN TO TWENTY FOR ARMED ROBBERY?
WAIT--I KNOW-- START WITH A FATAL SKIN DISEASE--
--AND A DOCTOR WHO TREATS ME LIKE A LAB RAT!!
HOW LONG HAS HE BEEN THIS HYPER-ACTIVE?
SINCE OH-FOUR-THIRTY HOURS.
TALK ENGLISH, CAL, NOT SHIELD!
SINCE FOUR-THIRTY THIS MORNING, MONICAAAA--
--THAT MEANS FIVE HOURS, TWENTY-EIGHT MINUTES AND FORTY-TWO SECONDS OF PURE PAIN!
BACK OFF, VERYS! WE'RE TRYING TO SAVE YOUR LIFE!
AND PATENT A MULTI-MILLION DOLLAR SKIN-GRAFT AT THE SAME TIME, RIGHT?
GARID
I EXPECTED THIS KIND OF REACTION TO HIS ADRENAL SYSTEM, CAL.
CALL ME IN TWO HOURS IF HE HASN'T CALMED DOWN.
BEFORE OR AFTER I CALL SCHWINNER?
WELL BEFORE, IF YOU DON'T WANT BOTH OUR BUTTS HUNG OUT TO DRY!


GOOD MORNING, DR. STAPH--
--OS--?
"AND GOOD MORNING RIGHT BACK AT'CHA, PETEY-POO."
L7
(RHYMES WITH WITCH)
SPIDER-SENSE TINGLING AGAIN?
THAT'S TWICE NOW WITH MONICA NEARBY.
WHAT IS IT ABOUT HER?
I MEAN, SHE CAN'T POSE A THREAT TO ME, CAN SHE?
WELL, SHALL WE FIND OUT A LITTLE MORE ABOUT DEAR DOCTOR STAPHOS?
SINCE PART OF MY JOB IS TO REVIEW THE WORK HERE, I MIGHT AS WELL SNEAK A PEEK AT SOME OF MONICA'S RECORDS.
SINCE SHE'S SO TENSE ABOUT IT, LET'S SEE ABOUT HER CURRENT PROJECT...
HUH?
ACCESS DENIED?
THAT'S STRANGE. WHAT ABOUT HER PAST WORK?
THE ENTRIES STOP. HER LAST TWO PATIENTS HAD A NECROTIZING FASCITIS.
ONE OF THEM DIED AND THE OTHER WAS RELEASED WITHOUT HAVING BEEN CURED?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I BETTER PRINT OUT THE INFO FROM THESE LAST TWO ENTRIES.
YESTERDAY, I RAN ACROSS CURRENT LAB TEST RESULTS ON A PATIENT BEING TREATED FOR THE SAME KIND OF DISEASE RIGHT HERE, RIGHT NOW.
SOMETHING ABOUT THE DATA ON THAT PATIENT'S BLOOD WORK-UP LOOKED AWFULLY FAMILIAR TO ME, TOO.
WELL, SINCE I HAVE COPIES OF ALL THE STUDIES DR. SEWARD TRAINER DID ON BOTH BEN REILLY AND MYSELF, I CAN CROSS-REFERENCE THE DATA...
...AND THIS MYSTERY PATIENT'S KAROTYPE MATCHES ELEMENTS OF MY OWN CELL STRUCTURE!
HOW COULD THAT BE?
UNLESS...
...MAYBE THIS PERSON IS BEING TREATED BY SOME KIND OF RADIATION THERAPY WHICH IS SIMILAR--
--TO THE ENERGY SPECTRUM WHICH INFILTRATED MY SYSTEM?
SOME OF THIS INFORMATION COULD BE VITAL TO LEARNING MORE ABOUT MY OWN PHYSIOLOGICAL MAKE-UP!
THE ONLY WAY TO FIND OUT MORE IS TO LOCATE THIS PATIENT.

AND I HAVE A FEELING I KNOW JUST WHERE TO LOOK...
BLOCK SIX, RIGHT?
uh-huh.
FRANKEN-STEIN EXPERIMENTS FROM WHAT I HEAR.
GALLAMM
THEY TELL THAT TO ALL THE NEWBIES.
BLOCK SIX IS JUST WHERE THE RESEARCH VOLUNTEERS HAPPEN TO BE CONVICTED FELONS.
GARID
OH.
WELL, I WAS JUST--
I DON'T CARE WHAT STAPHOS TOLD YOU, MR. FALCONER!
MY FATHER FOUNDED THIS FACILITY BASED ON MORAL PRINCIPLES, WHICH OUR PIT-BULL OF A DOCTOR OBVIOUSLY DOESN'T ADHERE TO!
MR. GALANNAN...YOU KNOW AS WELL AS I DO THAT YOU DON'T GIVE A CHUNK OF BUTT ABOUT ANY "MORAL PRINCIPLES"!
YOU'RE JUST WORRIED ABOUT ADVERSE PUBLICITY OR A LAWSUIT IF THE PATIENT IN BLOCK SIX DOESN'T SURVIVE THE EXPERIMENTS...
...RIGHT?
GAR
I'M GOING TO TALK TO ERIC ABOUT THIS...
R2
YEAH, I'M SURE YOU WILL.
WHO AND WHAT?
uhm...MONICA ASKED ME--uhm--TO CHECK ON THE PATIENT...

OKAY.
SO.
I LIED.
WHAT'RE THEY GOING TO DO, FIRE ME? THEY'RE IN TROUBLE, TOO!
BESIDES, AFTER YOU'VE HAD YOUR BRAINS SCRAMBLED BY THE LIKES OF THE HULK, YOU LEARN TO PUT THINGS IN THEIR PROPER PERSPECTIVE.
AT LEAST I GOT A GOOD LOOK AT RIVER VERYS, THE PATIENT WITH THE NECROTIZING FASCITIS.
NF IS A GROUP A STREPTOCOCCUS BACTERIA.
USUALLY A GAS VIRUS CAUSES A MINOR INFECTION LIKE STREP THROAT.
IN VERYS'S CASE, IT BECAME AN INVASIVE BACTERIA.
NF DESTROYS A PERSON'S FATTY AND MUSCLE TISSUE LIKE FIRE BURNING THROUGH A PIECE OF NEWSPAPER.
AFFECTED AREAS OF SKIN LITERALLY MELT AWAY.
STAPHOS HAS PERFORMED SURGERY ON HIM TWICE TO REMOVE THE INFECTED AREAS.
POST-OP TREATMENT INCLUDED PENICILLIN AND CLINDAMYCIN... OVER FORTY PERCENT OF HIS BODY RAVAGED...SYNTHETIC SKIN GROWTH ATTEMPTED--
--BUT IT HASN'T TAKEN.
THAT'S WHY STAPHOS IS SO ANTSY.
THE PATIENT IS DEAD UNLESS THE SKIN GRAFT REPLACES THE OVERWHELMING AMOUNT OF BODY TISSUES HE LOST!
AND MONICA'S SYNTHETIC SKIN DERIVATIVE IS A SELF-REPLICATING STRUCTURE WHICH HAS BEEN IRRADIATED BY THE SAME WAVELENGTHS WHICH, YEARS AGO, ALSO NAILED MY PAL, THE SPIDER WITH THE OVERBITE!
VERYS'S CHALONE SYSTEM--HIS CELL GROWTH INHIBITORS--CAN'T KEEP UP WITH THE SPREAD OF THE FASCITIS.
BUT MAYBE WITH A LITTLE JOLT OF MY OWN BLOOD ADDED TO THE SYNTHETIC SKIN DERIVATIVE--
--BINGO--ADDING MY UNIQUE CELLULAR STRUCTURE INTO THE MIX IS ALLOWING THE SSD CELLS TO MULTIPLY FASTER THAN THE FASCITIS!
THAT MEANS THIS LITTLE SERUM MAY BE ABLE TO SAVE VERYS'S LIFE!

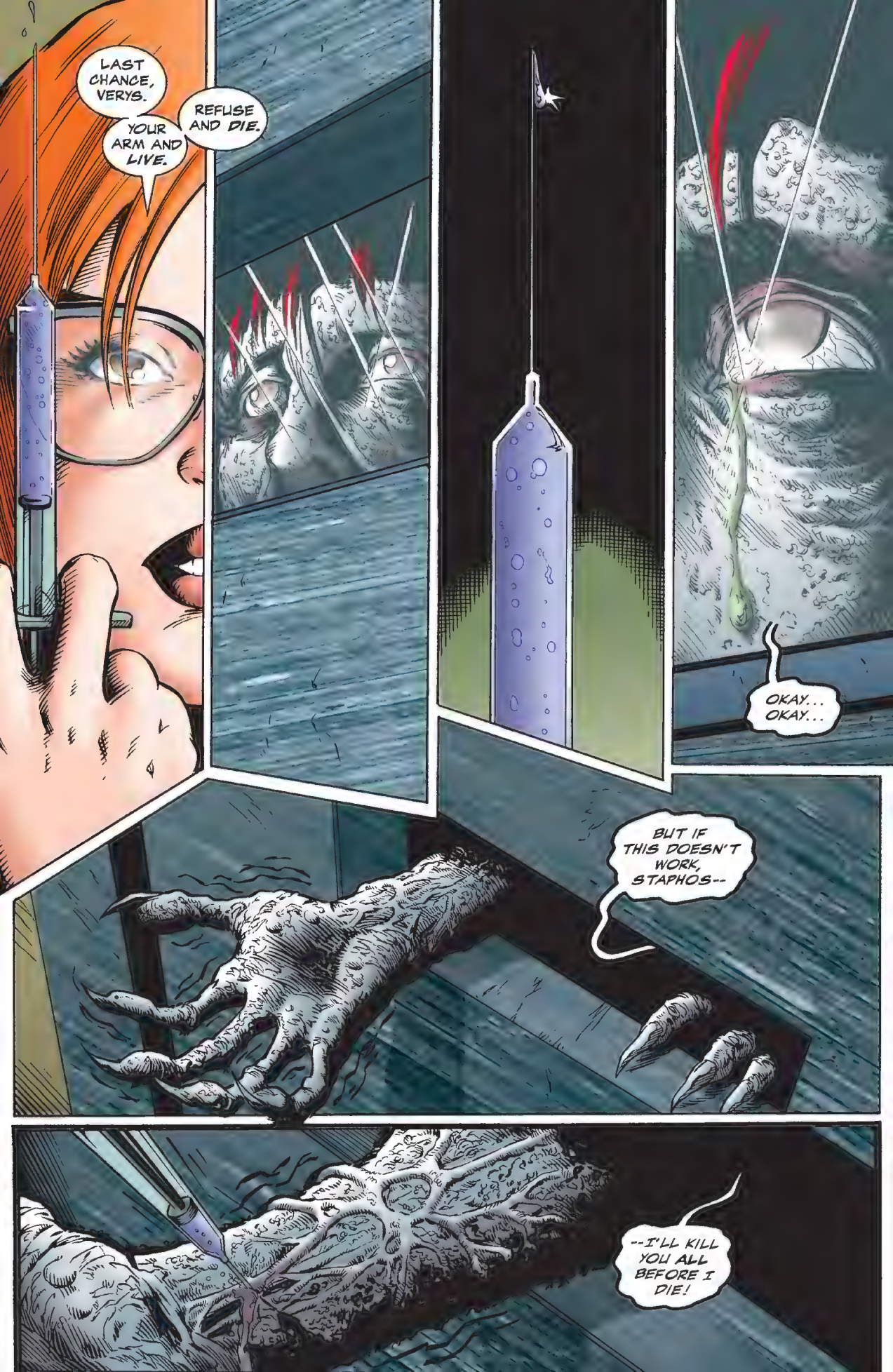
BUT UNLIKE MONICA, I BELIEVE *PATIENCE* IS A VIRTUE.
I'LL WAIT UNTIL TOMORROW MORNING TO SEE HOW MY SOUP IS COOKING.
IT'S ALMOST SIX. I BETTER NOT BE LATE FOR OUR *LAMAZE CLASS.*
MJ AND I ARE SO FAR BEHIND IN THE COURSE THAT, AT THIS RATE, THE BABY'S GOING TO END UP TEACHING *US* HOW TO DELIVER IT!
I JUST HOPE STAPHOS DOESN'T DO ANYTHING RASH BETWEEN NOW AND TOMORROW...
I'M VERY DISAPPOINTED IN YOU, MONICA.
AND YOU AS WELL, CALVIN.
WHAT WOULD YOU *HAVE* ME DO, ERIC, JUST WATCH MY PATIENT DIE WITHOUT TRYING TO HELP HIM?
I TOLD YOU THAT YOUR SYNTHETIC SKIN DERIVATIVE WASN'T READY FOR APPLICATION AND THESE TEST RESULTS PROVE I WAS RIGHT!
THIS AFTERNOON, VERYS QUITE NEARLY--
CONFIDENTIAL
DIED, ERIC? A WHOLE WEEK *EARLIER* THAN HE WILL *ANYWAY?*
STAPHOS
GALLAND

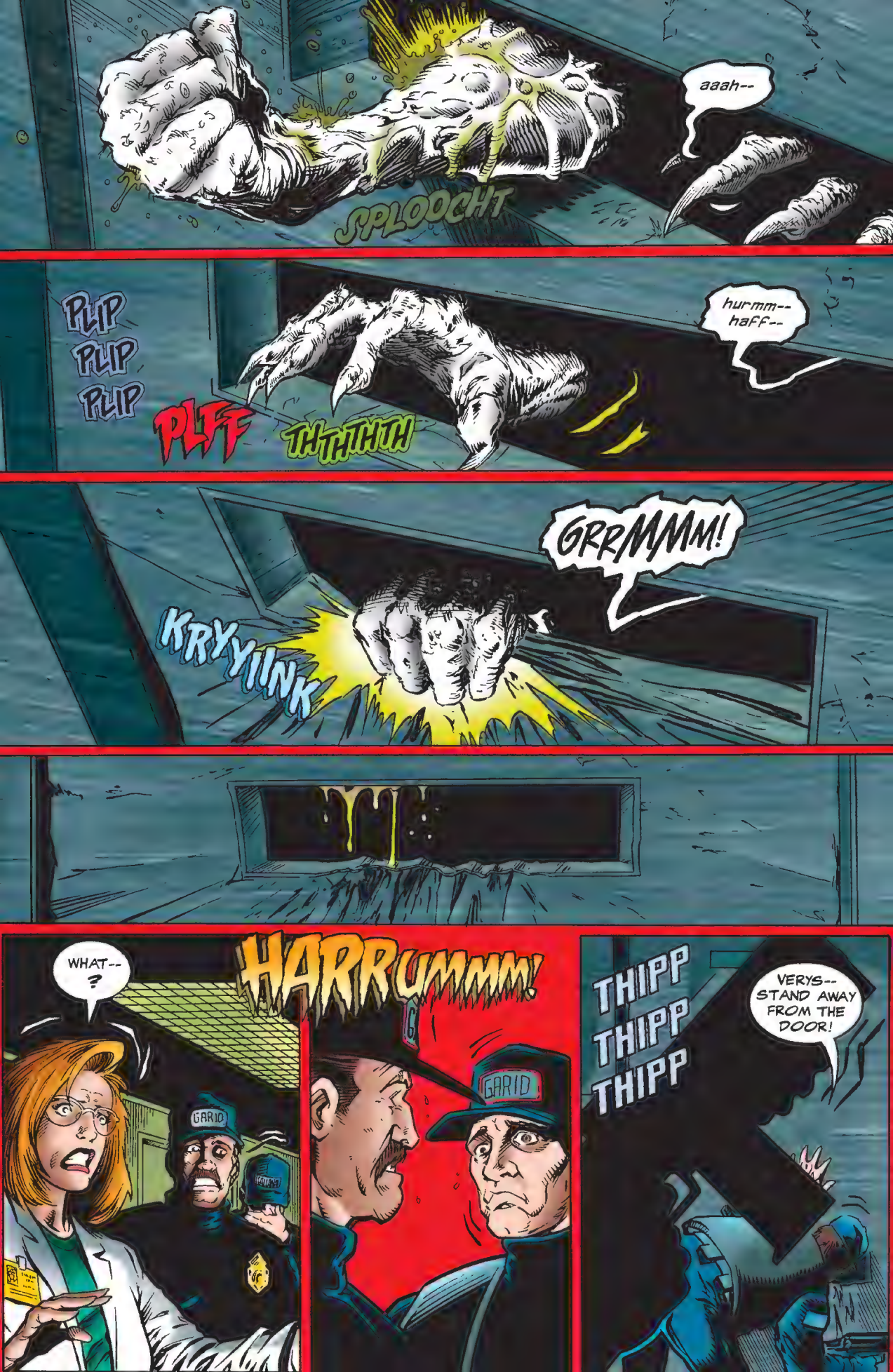
WE DO NOT PLAY GOD HERE, MONICA!
PART OF BECOMING A SUCCESSFUL RESEARCHER IS LEARNING TO DEAL WITH FAILURE!
YOU GO BEHIND MY BACK LIKE THIS AGAIN, DOCTOR, AND I ASSURE YOU...
...YOU'LL LEARN THAT LESSON--BY LOSING YOUR JOB!
HA...
...HA!
SLAM!
GOOD NIGHT, MONICA.
CAL, WAIT A SEC...
YOU DIDN'T WARN ME AFTER GALANNAN CRASHED BLOCK SIX THIS MORNING. DID YOU WANT ME TO GET IN TROUBLE?
YOU'RE A MILITARY MAN, CAL--YOU KNOW HOW VALUABLE THIS SYNTH-SKIN DERIVATIVE COULD BE IN TREATING WOUNDS AND BURNS!
LOOK, I WAS MAD.
YOU PUT ME BETWEEN A ROCK AND A HARD PLACE.
'SIDES, I FIGURED THAT NEW KID YOU SENT DOWN WOULD'VE TOLD YOU WHAT HAPPENED.
WHAT NEW KID?
WHAT'S HIS NAME? PARKINS?
PARKER.
PETER PARKER. THAT NEW KID...

THE CLASS IS HELD AT THE GOOD SAMARITAN HOSPITAL.
WE WERE LATE, BUT IT WASN'T MY FAULT!
MJ REFUSED TO GET IN THE CAR WITH ME DRIVING, SO WE HAD TO WALK IT.
CAN'T DECIDE WHICH IS FUNNIER, THE SIGHT OF MJ WADDLING FOR TWENTY BLOCKS--
--BREATHE IN-- hee, hee, hee-- AND OUT-- hsssssss--
--OR A DOZEN PREGNANT WOMEN ON THEIR BACKS DOING BREATHING EXERCISES!
DON'T SAY IT.
I'M NOT!
DON'T EVEN THINK IT!
I'M TRYING!
hee, hee, hee.
HEE HAW IS MORE LIKE IT!
I FEEL LIKE A COW.
WHY, THAT'S UDDERLY RIDICULOUS!
HA HAH HAH!
shshsh! THIS IS SUPPOSED TO BE SERIOUS!
IT'S HARD TO BE SERIOUS IN A ROOM FILLED WITH COUPLES BREATHING HEAVY.
WELL, HOW DO YOU THINK WE GOT THIS WAY TO BEGIN WITH?

:sigh:
YOU LOOK TIRED, PETE.
DID YOU SLEEP OKAY?
FROM THE GUY WHO'S LIVED ON ABOUT TWENTY MINUTES A NIGHT FOR THE LAST FIVE YEARS?
I'M FINE.
I JUST HAVE A LOT ON MY MIND--
--THERE'S SOME WEIRD STUFF GOING ON AT WORK.
WEIRD AS IN, "I'M-NOT-SURE-I-CAN-EXPLAIN-BECAUSE-IT'S-SCIENTIFICALLY-COMPLICATED" OR--
--AS IN, "I-DON'T-WANT-TO-TELL-YOU-BECAUSE-IT-MAY-INVOLVE-A-CERTAIN-SPANDEX-SUIT-I-KNOW-YOU-NEVER-WANT-TO-SEE-AGAIN"--?
NO, AS IN, "WHILE LEARNING ALL I CAN TO PREPARE FOR ANY CONTINGENCY OUR UNBORN CHILD MIGHT POSE US, I DISCOVERED I MIGHT HOLD THE KEY TO CURING A TERMINALLY ILL CONVICTED FELON AND CREATE A POTENTIALLY BENEFICIAL SKIN-GRAFTING SYSTEM" WEIRD.
OH.
THE COSTUME STAYS IN A BOX. THE MAN WHO *FILLED* IT STAYS WITH YOU.
hmmm... FILLED IT RATHER *WELL*, I RECALL...
GET THOSE THOUGHTS OUT OF YOUR HEAD, YOU'RE GOING TO BE A *MOTHER!*
DID THE MAN FILL THE COSTUME, OR DID THE COSTUME FILL THE MAN?

I JUST DON'T KNOW, YET... AND A PART OF ME DOESN'T WANT TO FIND OUT...
WELL, WELL, WELL...BUSY LITTLE NEWBIE, AREN'T YOU, PETER PARKINS?
I DON'T KNOW EXACTLY WHAT YOU DID TO MY FORMULA, PARKER...
...BUT YOU SOLVED THE REPLICATION PROBLEMS IN MY ORIGINAL--
--WHICH MEANS YOU JUST SAVED NUTCASE RIVER VERYS'S LIFE!
NO! JUST LET ME DIE!
THIS ONE IS GOING TO WORK!
I WON'T PLAY YOUR GAME ANYMORE, DOCTOR!
THAT'S WHAT YOU SAID ABOUT THE LAST ONE--AND THE ONE BE-FORE THAT!
RIVER--GIVE ME YOUR ARM.


LAST CHANCE, VERYS.
YOUR ARM AND LIVE.
REFUSE AND DIE.
OKAY... OKAY...
BUT IF THIS DOESN'T WORK, STAPHOS--
--I'LL KILL YOU ALL BEFORE I DIE!


aaah--
SPLOOCHT
PLIP
PLIP
PLIP
PLFF
THTHTHTH
hurmm--
haff--
GRRMMM!
KRYYIINK
WHAT--
?
HARRUMMM!
GARID
THIPP
THIPP
THIPP
VERYS--
STAND AWAY
FROM THE
DOOR!

CLICK
YOU OKAY IN THERE--?
SLOOOOTHTHPPP
KLEIN!
FWOO-KRUNK!
OH MY GOD--JOEY?
NO, DOCTOR STHTAPOSSTH...
...NOT ANYMORE...
aah
HELP
HELP!!
VERYS --?

BRRRINGG!
HULLO--
--WHA--?
--THIS ITH PETER--
DR. STAPHOS--?
EEEAGHHGHHH!
DOCTOR--?
DOCTOR?
KLIK BUUU
PETER-- WHAT IS IT?
--HELP ME, PETER! HELP ME--
YOUR FILES-- USED THE FORMULA YOU HAD COOKING--
--SOMETHING HAPPENED--THE PATIENT-- CHANGED--

SOMETHING'S HAPPENING AT GARID.
IT-- SOMEHOW-- I THINK MY BLOOD-- CHANGED--HER PATIENT.
I THINK SHE'S DEAD BECAUSE OF IT.
CALL THE POLICE!
ONE OF THE DOCTORS THERE USED THE FORMULA I TOLD YOU ABOUT EARLIER.
DIDN'T YOU HEAR WHAT I SAID, MJ?
SHE MAY BE DEAD--A CONVICTED FELON MAY HAVE JUST ESCAPED--
--ALL BECAUSE OF ME!
NO...
PETER-- NO!
YOU LIED TO ME.

I'M SORRY, HONEY--I AM...
...BUT I DON'T HAVE A CHOICE.
YES, YOU DO!
IT'S NOT JUST ABOUT MY RESPONSIBILITY IN ALL OF THIS, MJ--
--BUT THIS PATIENT--HIS BODY PHYSIOLOGY IS VERY SIMILAR TO MINE--
--THROUGH HIM, I CAN LEARN MORE ABOUT MYSELF--
--TRY AND MAKE SURE OUR CHILD NEVER GOES THROUGH--
DON'T USE OUR BABY AS AN EXCUSE, PETER!
IF IT WERE REALLY ABOUT ME OR THE BABY, THEN YOU WOULDN'T BE PUTTING THAT MASK ON AGAIN!
I'M SORRY, MJ...

...BUT I DON'T HAVE A CHOICE!
A COLD NIGHT WIND SLAPS AGAINST THE SHEER FABRIC OF MY MASK, RUSHING INTO MY HOT LUNGS LIKE ICE WATER.
NEON SLIDES ACROSS MY FIELD OF VISION LIKE FIREFLIES SHOT OUT OF A RIFLE.
SO WHO NEEDS TO WEAR ITCHY SPANDEX AND SWING AROUND TOWN?
FORGIVE ME, MJ...
...BUT I DO...
TO BE CONTINUED!
The hunt for TENDRIL begins... and does a marriage end? Find out Next Month!

STICKY SITUATIONS

Ironically enough, I'd been offered plenty of work in the SPIDER-family over the last few years by my friend and former Spider-Editor DANNY FINGEROTH. He and I had butted heads and worked minor miracles on a fun little book called THE NEW WARRIORS a few years back, so why did I wait until he was happily toiling away at his new job before accepting a Spider-Man assignment?

Well, let's just say I got caught in destiny's web, is all. I have written Spidey several times over the last few years, and though never feeling quite comfortable scripting him, I always felt his appearances worked out well enough when I handled him.

Nothing to win me any awards, mind you, but I felt I did a little bit of justice to the looming shadows of Stan Lee, Roger Stern J.M. DeMatteis, Peter David and Tom DeFalco, (the guys I personally feel have handled the character the best). It was just that whenever Danny asked, I was either too busy on X-stuff or too busy with real life or just not interested in what was happening at the time with the character.

Then came the Clone Saga, and I have to admit, though some of you might love it and some of you hate it, I have certainly found my interest and desire to see what would happen next with ol' Web-Head to be rejuvenated!

So there I was, finishing up my monthly run on X-MEN without a clue as to what I would be doing next. Tom Brevoort called up with an offer I couldn't refuse.

The LAST Spider-Man story?

Peter and MJ in a new city starting a new life with a baby on the way?

And best of all, Darick Robertson (my friend and co-conspirator on a two year run of Warriors) was already scheduled to be the penciler

Not much of a decision, huh?

I'm glad I'm here for this, but none of our efforts would be possible if it weren't for the invaluable help of a few friends. All the Portland reference you'll be seeing throughout the four issues was provided by LOU and MICKIE BANK, who went above and beyond the call of duty to get us photos, brochures, maps, etc. The scientific research was performed by ALFRED KEHN JR. and it bailed me out when I was taking on a whole lot of water! What we get right, credit these fine folk, what we don't, blame us!

The first issue has been a complete blast for me and I hope the FUN I'm having on this project comes through to the readers. Here I am, halfway through with the Limited Series and I'm wondering, "Moron. what took you so long to write a Spider-Man story?"...

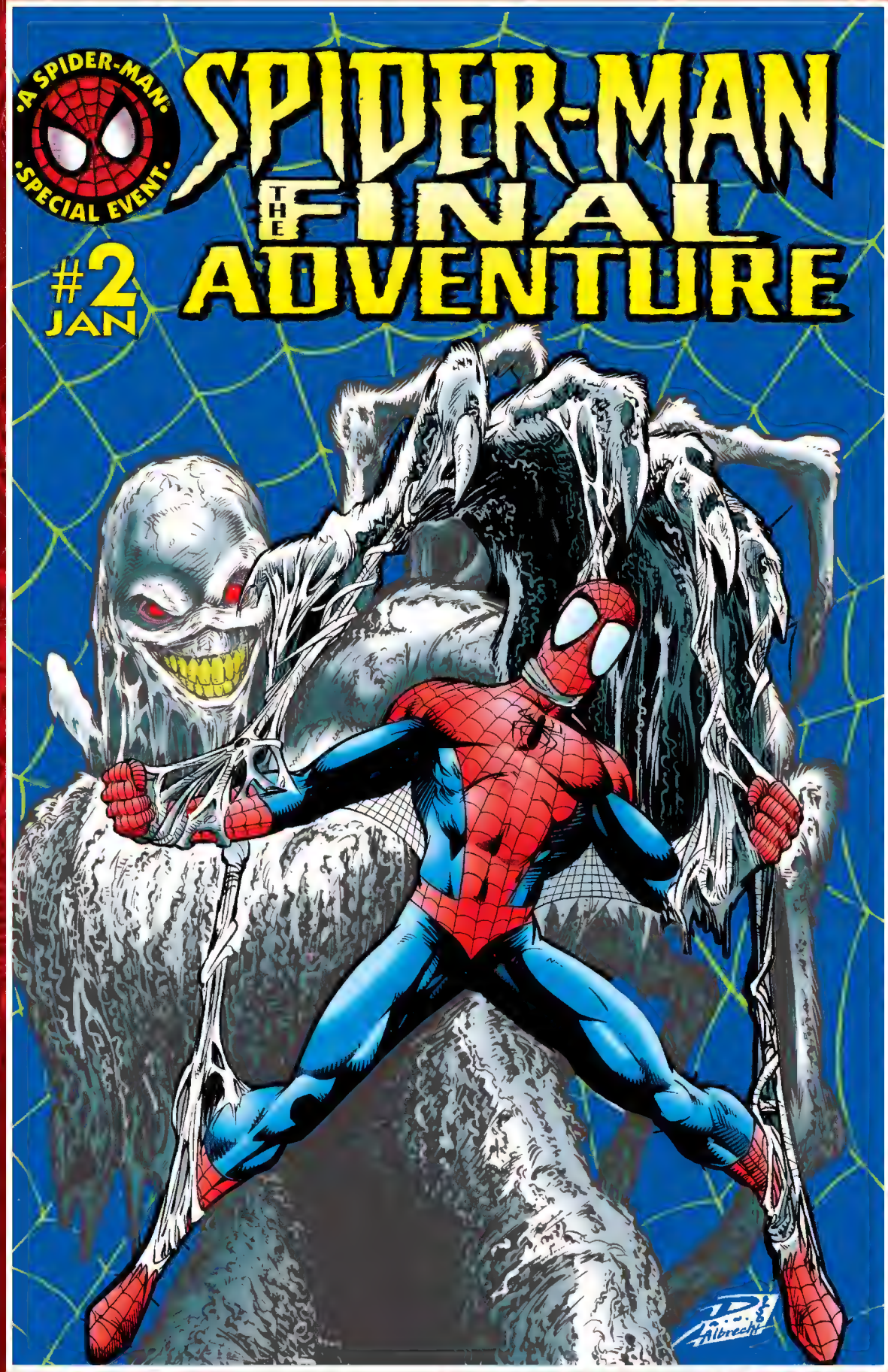
FABIAN

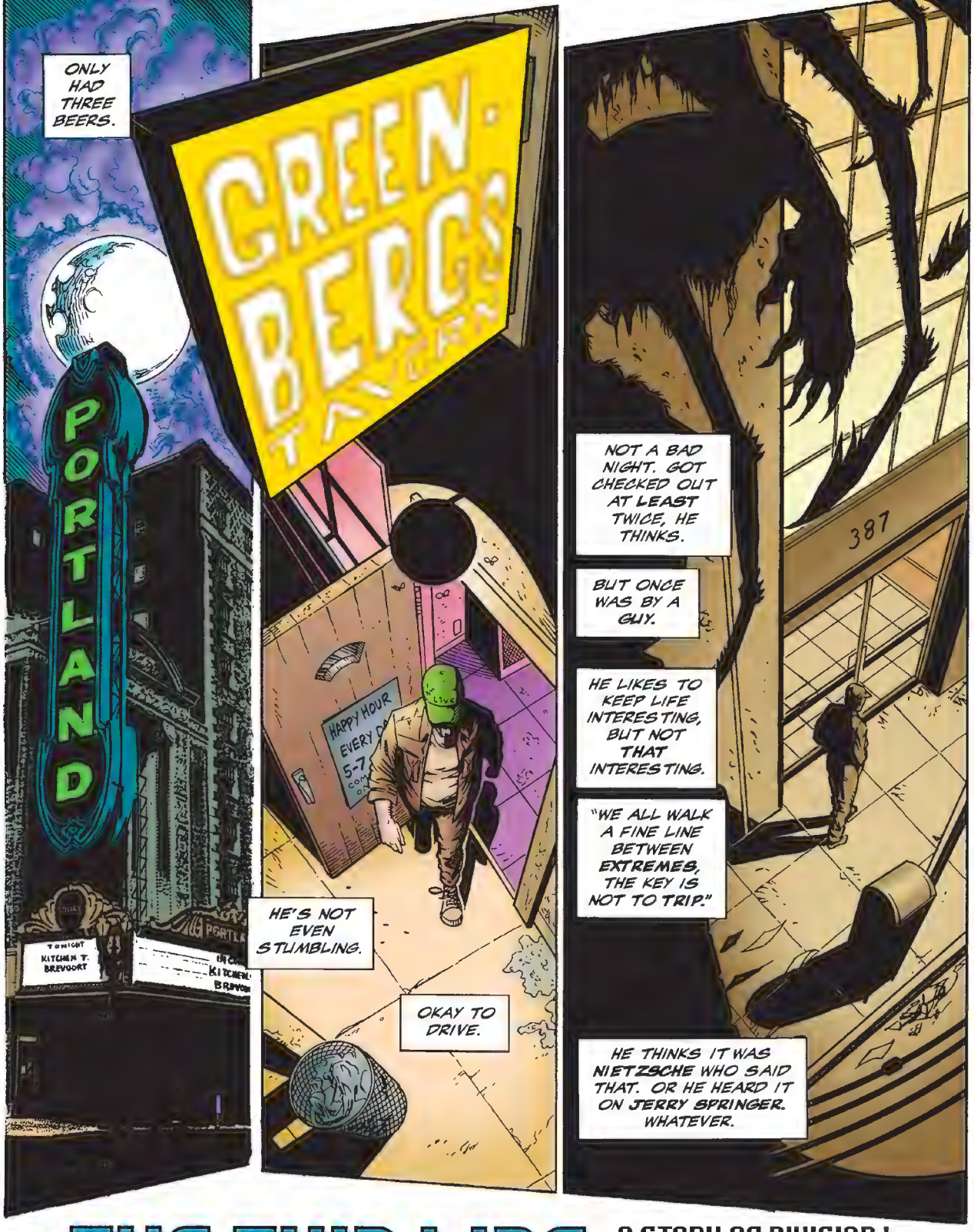
For five years he was the amazing Spider-Man. Now, Peter Parker is happily married with a baby on the way. Having left New York in the care of Ben Reilly, the original Spider-Man from whom he was cloned, Peter and his wife Mary Jane have started a new life in Portland, Oregon, where Peter works as a research scientist, his days as a super hero far behind him.

But trouble has a way of following Peter Parker wherever he goes

A top-secret, unorthodox experiment at the lab where Peter works results in *disaster!* When he discovers that he has inadvertently *contributed* to this experiment, Peter feels duty-bound to don his costume one last time and solve this new crisis. But he is torn between his promise to Mary Jane that his web-slinging days are over, and his sense of responsibility!

Whatever he chooses, Peter Parker stands to lose the new life he has worked so hard to build for himself and his family!




ONLY HAD THREE BEERS.
PORTLAND
GREEN BERG'S
HAPPY HOUR EVERY
5-7
HE'S NOT EVEN STUMBLING.
OKAY TO DRIVE.
NOT A BAD NIGHT. GOT CHECKED OUT AT LEAST TWICE, HE THINKS.
BUT ONCE WAS BY A GUY.
HE LIKES TO KEEP LIFE INTERESTING, BUT NOT THAT INTERESTING.
"WE ALL WALK A FINE LINE BETWEEN EXTREMES, THE KEY IS NOT TO TRIP."
HE THINKS IT WAS NIETZSCHE WHO SAID THAT. OR HE HEARD IT ON JERRY SPRINGER. WHATEVER.
387

THE THIN LINE

A STORY OF DIVISION by FABIAN NICIEZA and DARICK ROBERTSON

JEFF ALBRECHT • inker OAKLEY / N.J.O. • letters GREG WRIGHT • color art
MALIBU • computer color separations GLENN GREENBERG • assistant editor
TOM BREVOORT • editor BOB BUDIANSKY • the thin skinned fine line

SO YOU GO OUT AFTER WORK. YOU DON'T TIE ONE ON (FOR A CHANGE).
YOU DON'T TRY PICKING UP WHATEVER BREATHES NEAR YOU.
TRY TO DO THINGS RIGHT FOR A CHANGE...
...AND LOOK WHAT IT GETS YOU!
CH-CHICH
SHTTUTHCJ
GHREEGHH
:MMFFR:
THE GUY WHO CHECKED HIM OUT IS LOOKING BETTER BY THE MINUTE.

SUNRISE EDITION
PORTLAND, OREGON
35 CENTS

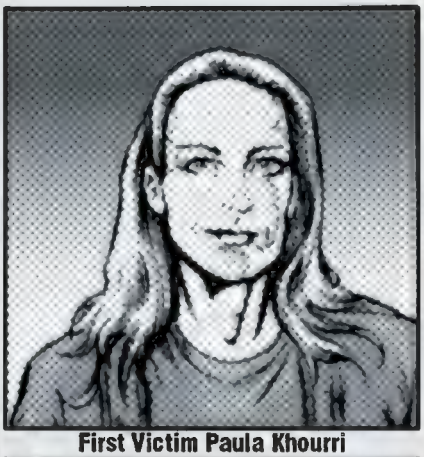
Portland Gazette

WEATHER
Cool with plenty of clouds Tuesday. High 61. Low 49.

MISSING!

Third Victim Claimed by Mysterious Assailant

Gene Byrne, abducted near Spring and Oak Streets



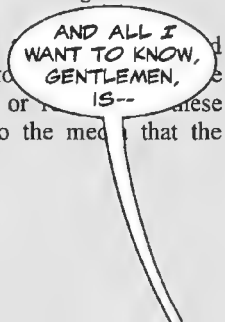
First Victim Paula Khourri

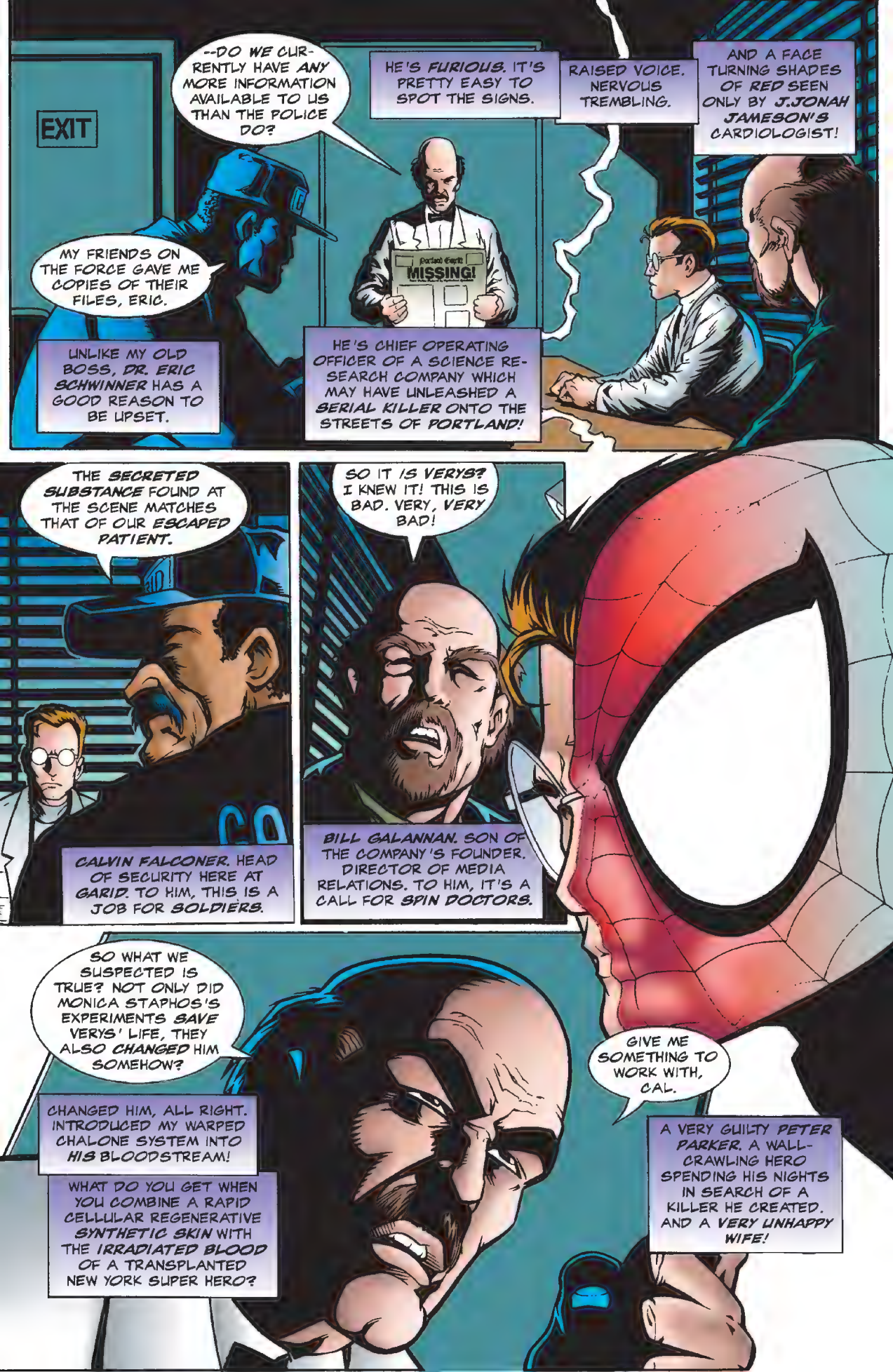
Second Victim Biff Nostrell

By Rhonda Veeder

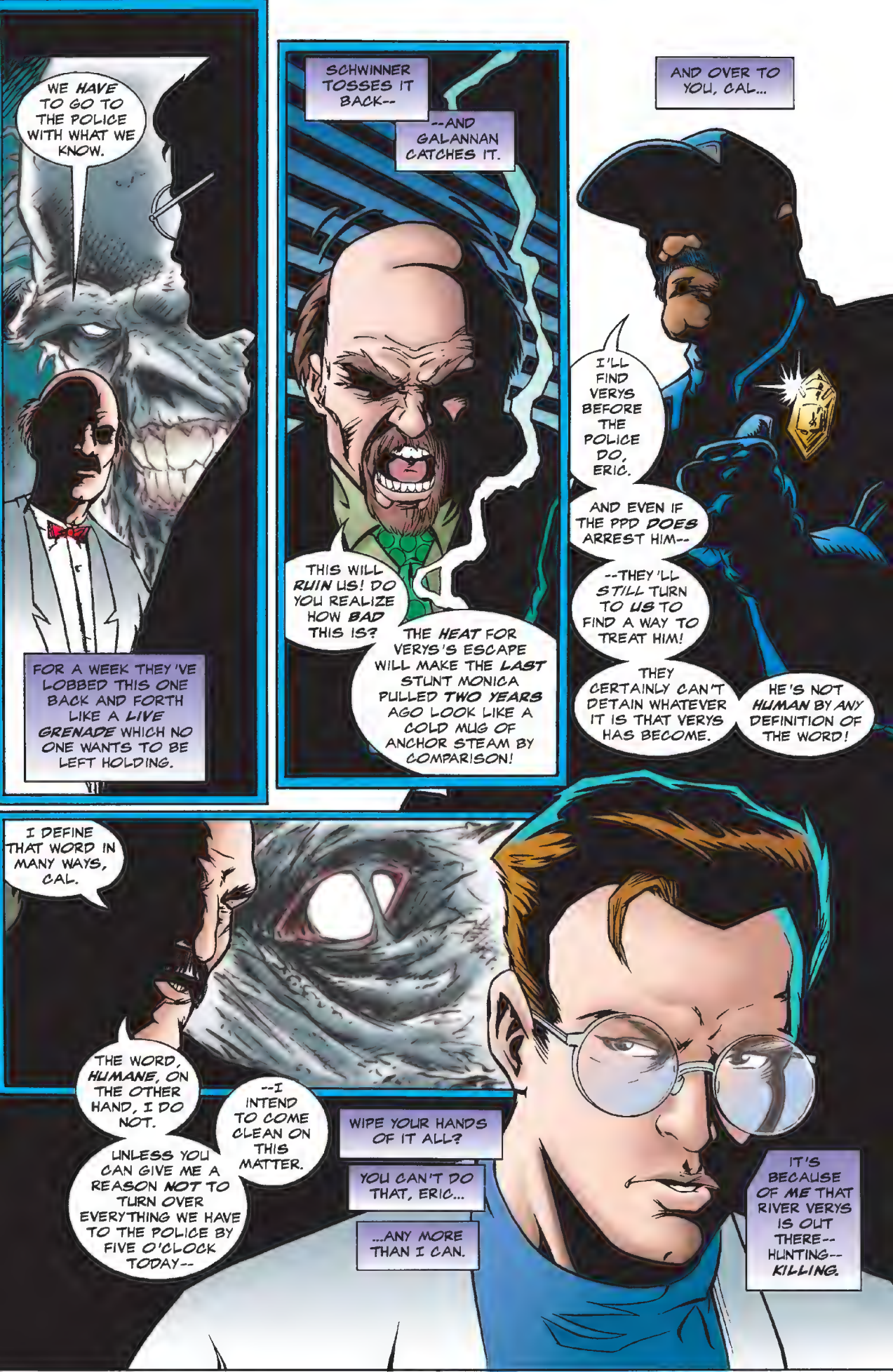
A third man has been officially listed as missing by the Portland Police Department after relatives positively identified the sneakers left on the scene as belonging to Gene Byrne, an aspiring artist, who had spent most of Tuesday evening at Greenberg's Bar on Stark and Oak Street. When questioned about Byrne's presence at the bar, owner Glenn Greenberg emphatically denied any knowledge of the event, stating, "I have no comment. Guy comes into my bar for a beer, you think I kidnapped him? Maybe it's society's fault! Ever think of that instead of blaming me?! Maybe if this guy would've stayed in the bar, had a couple more, he'd be fine right now! But really, I got no comment..."

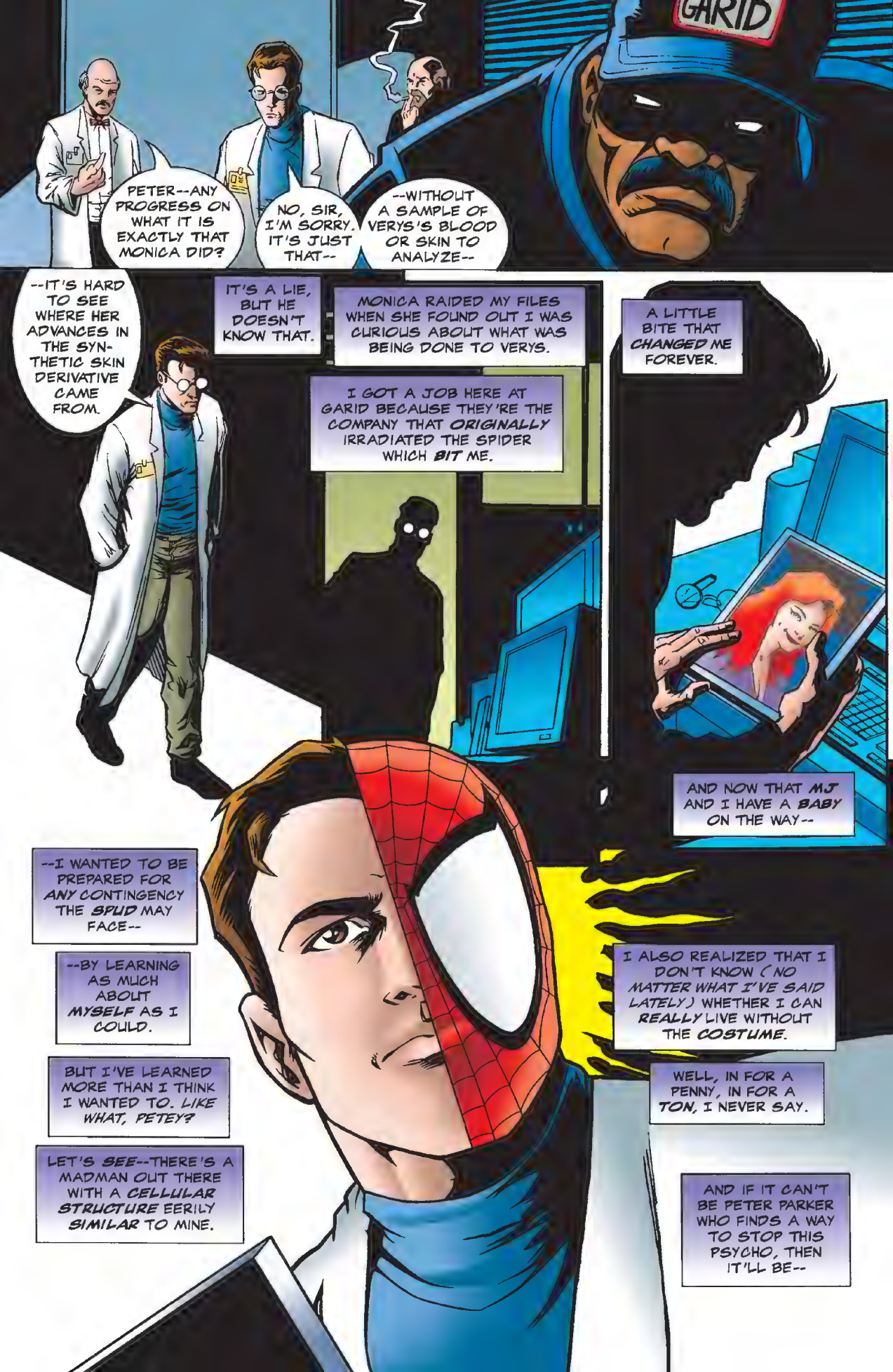
Byrne's abduction makes [illegible]d disappearance so far in the downto[illegible]e no leads yet as to the identity or [illegible]hese kidnappings, officially stating to the med[illegible] that the investigation was "ongoing."



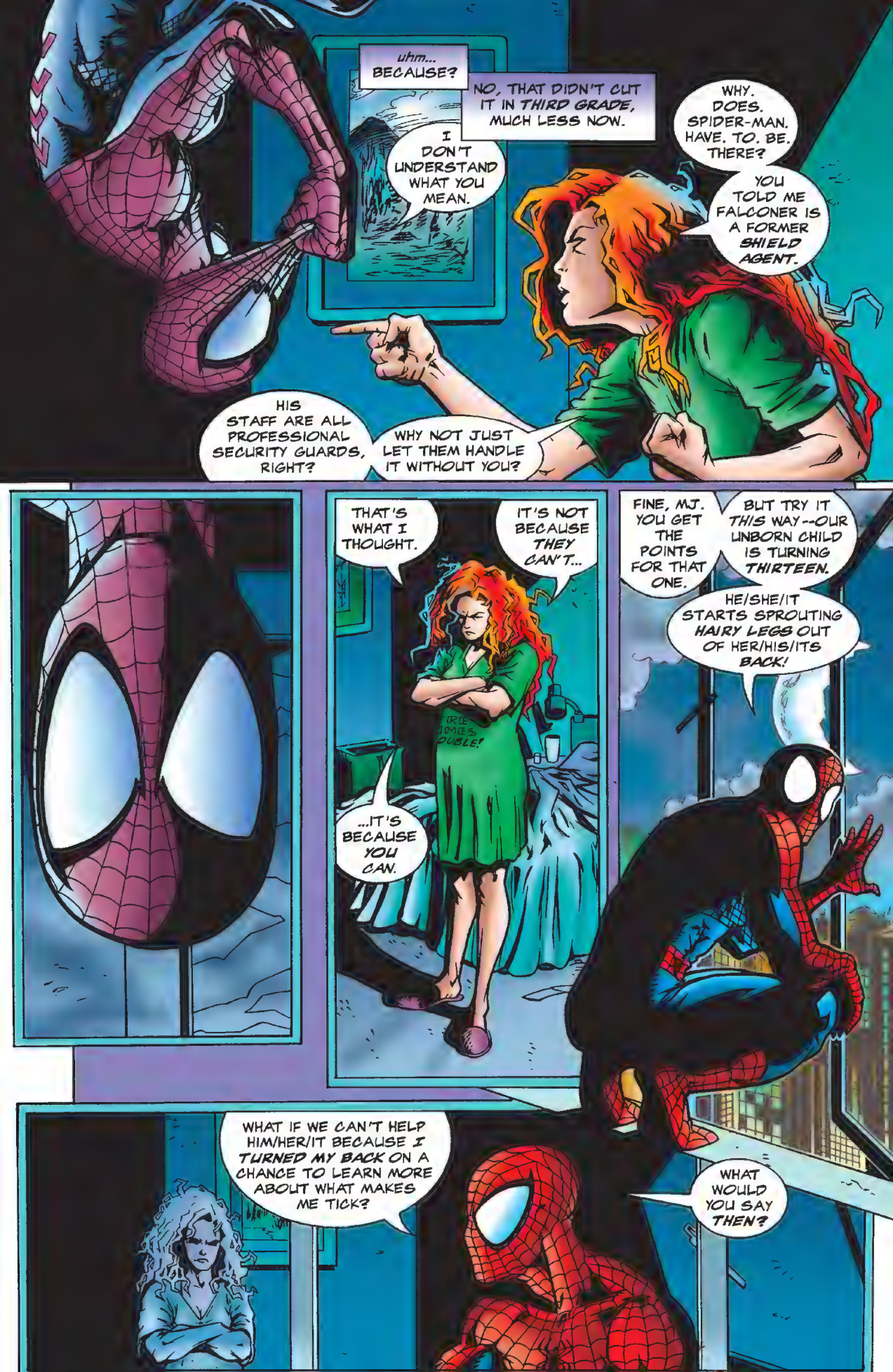

EXIT
--DO WE CURRENTLY HAVE ANY MORE INFORMATION AVAILABLE TO US THAN THE POLICE DO?
HE'S FURIOUS. IT'S PRETTY EASY TO SPOT THE SIGNS.
RAISED VOICE. NERVOUS TREMBLING.
AND A FACE TURNING SHADES OF RED SEEN ONLY BY J.JONAH JAMESON'S CARDIOLOGIST!
Portland Gazette
MISSING!
MY FRIENDS ON THE FORCE GAVE ME COPIES OF THEIR FILES, ERIC.
UNLIKE MY OLD BOSS, DR. ERIC SCHWINNER HAS A GOOD REASON TO BE UPSET.
HE'S CHIEF OPERATING OFFICER OF A SCIENCE RESEARCH COMPANY WHICH MAY HAVE UNLEASHED A SERIAL KILLER ONTO THE STREETS OF PORTLAND!
THE SECRETED SUBSTANCE FOUND AT THE SCENE MATCHES THAT OF OUR ESCAPED PATIENT.
SO IT IS VERYS? I KNEW IT! THIS IS BAD. VERY, VERY BAD!
CALVIN FALCONER. HEAD OF SECURITY HERE AT GARID. TO HIM, THIS IS A JOB FOR SOLDIERS.
BILL GALANNAN. SON OF THE COMPANY'S FOUNDER. DIRECTOR OF MEDIA RELATIONS. TO HIM, IT'S A CALL FOR SPIN DOCTORS.
SO WHAT WE SUSPECTED IS TRUE? NOT ONLY DID MONICA STAPHOS'S EXPERIMENTS SAVE VERYS' LIFE, THEY ALSO CHANGED HIM SOMEHOW?
GIVE ME SOMETHING TO WORK WITH, CAL.
CHANGED HIM, ALL RIGHT. INTRODUCED MY WARPED CHALONE SYSTEM INTO HIS BLOODSTREAM!
A VERY GUILTY PETER PARKER. A WALL-CRAWLING HERO SPENDING HIS NIGHTS IN SEARCH OF A KILLER HE CREATED. AND A VERY UNHAPPY WIFE!
WHAT DO YOU GET WHEN YOU COMBINE A RAPID CELLULAR REGENERATIVE SYNTHETIC SKIN WITH THE IRRADIATED BLOOD OF A TRANSPLANTED NEW YORK SUPER HERO?

ALL OF RIVER VERYS'S ACTIONS HAVE OCCURRED NEAR THE WATERFRONT.
THE BALDING GUY IN OLD CHINA-TOWN.
THE BEATNICK ON STARK AND OAK.
THE WOMAN WAS ABDUCTED NEAR SKIDMORE FOUNTAIN.
GRID
NO RELATION BETWEEN THE VICTIMS AND VERYS, BUT I'VE NOTICED A PATTERN.
A PATTERN? LIKE THERE'S A REASON FOR THIS PSYCHO'S ACTIONS?
YOU SAW THE SECURITY TAPES OF WHAT HAPPENED WHEN HE ESCAPED, BILL.
WATCH THEM AGAIN. WATCH AS TWO OF MY MEN AND MONICA ARE KILLED!
KLIK
LOOK INTO THOSE DEAD EYES, BILL!
THERE IS NO REASON FOR HIS MADNESS!
BUT GOD HELP US ALL, I THINK THERE'S A MADNESS TO HIS REASON!


WE HAVE TO GO TO THE POLICE WITH WHAT WE KNOW.
FOR A WEEK THEY'VE LOBBED THIS ONE BACK AND FORTH LIKE A LIVE GRENADE WHICH NO ONE WANTS TO BE LEFT HOLDING.
SCHWINNER TOSSES IT BACK--
--AND GALANNAN CATCHES IT.
THIS WILL RUIN US! DO YOU REALIZE HOW BAD THIS IS?
THE HEAT FOR VERYS'S ESCAPE WILL MAKE THE LAST STUNT MONICA PULLED TWO YEARS AGO LOOK LIKE A COLD MUG OF ANCHOR STEAM BY COMPARISON!
AND OVER TO YOU, CAL...
I'LL FIND VERYS BEFORE THE POLICE DO, ERIC.
AND EVEN IF THE PPD DOES ARREST HIM--
--THEY'LL STILL TURN TO US TO FIND A WAY TO TREAT HIM!
THEY CERTAINLY CAN'T DETAIN WHATEVER IT IS THAT VERYS HAS BECOME.
HE'S NOT HUMAN BY ANY DEFINITION OF THE WORD!
I DEFINE THAT WORD IN MANY WAYS, CAL.
THE WORD, HUMANE, ON THE OTHER HAND, I DO NOT.
UNLESS YOU CAN GIVE ME A REASON NOT TO TURN OVER EVERYTHING WE HAVE TO THE POLICE BY FIVE O'CLOCK TODAY--
--I INTEND TO COME CLEAN ON THIS MATTER.
WIPE YOUR HANDS OF IT ALL?
YOU CAN'T DO THAT, ERIC...
...ANY MORE THAN I CAN.
IT'S BECAUSE OF ME THAT RIVER VERYS IS OUT THERE-- HUNTING-- KILLING.


GARID
PETER--ANY PROGRESS ON WHAT IT IS EXACTLY THAT MONICA DID?
NO, SIR, I'M SORRY. IT'S JUST THAT--
--WITHOUT A SAMPLE OF VERYS'S BLOOD OR SKIN TO ANALYZE--
--IT'S HARD TO SEE WHERE HER ADVANCES IN THE SYNTHETIC SKIN DERIVATIVE CAME FROM.
IT'S A LIE, BUT HE DOESN'T KNOW THAT.
MONICA RAIDED MY FILES WHEN SHE FOUND OUT I WAS CURIOUS ABOUT WHAT WAS BEING DONE TO VERYS.
I GOT A JOB HERE AT GARID BECAUSE THEY'RE THE COMPANY THAT ORIGINALLY IRRADIATED THE SPIDER WHICH BIT ME.
A LITTLE BITE THAT CHANGED ME FOREVER.
AND NOW THAT MJ AND I HAVE A BABY ON THE WAY--
--I WANTED TO BE PREPARED FOR ANY CONTINGENCY THE SPUD MAY FACE--
--BY LEARNING AS MUCH ABOUT MYSELF AS I COULD.
BUT I'VE LEARNED MORE THAN I THINK I WANTED TO. LIKE WHAT, PETEY?
LET'S SEE--THERE'S A MADMAN OUT THERE WITH A CELLULAR STRUCTURE EERILY SIMILAR TO MINE.
I ALSO REALIZED THAT I DON'T KNOW (NO MATTER WHAT I'VE SAID LATELY) WHETHER I CAN REALLY LIVE WITHOUT THE COSTUME.
WELL, IN FOR A PENNY, IN FOR A TON, I NEVER SAY.
AND IF IT CAN'T BE PETER PARKER WHO FINDS A WAY TO STOP THIS PSYCHO, THEN IT'LL BE--

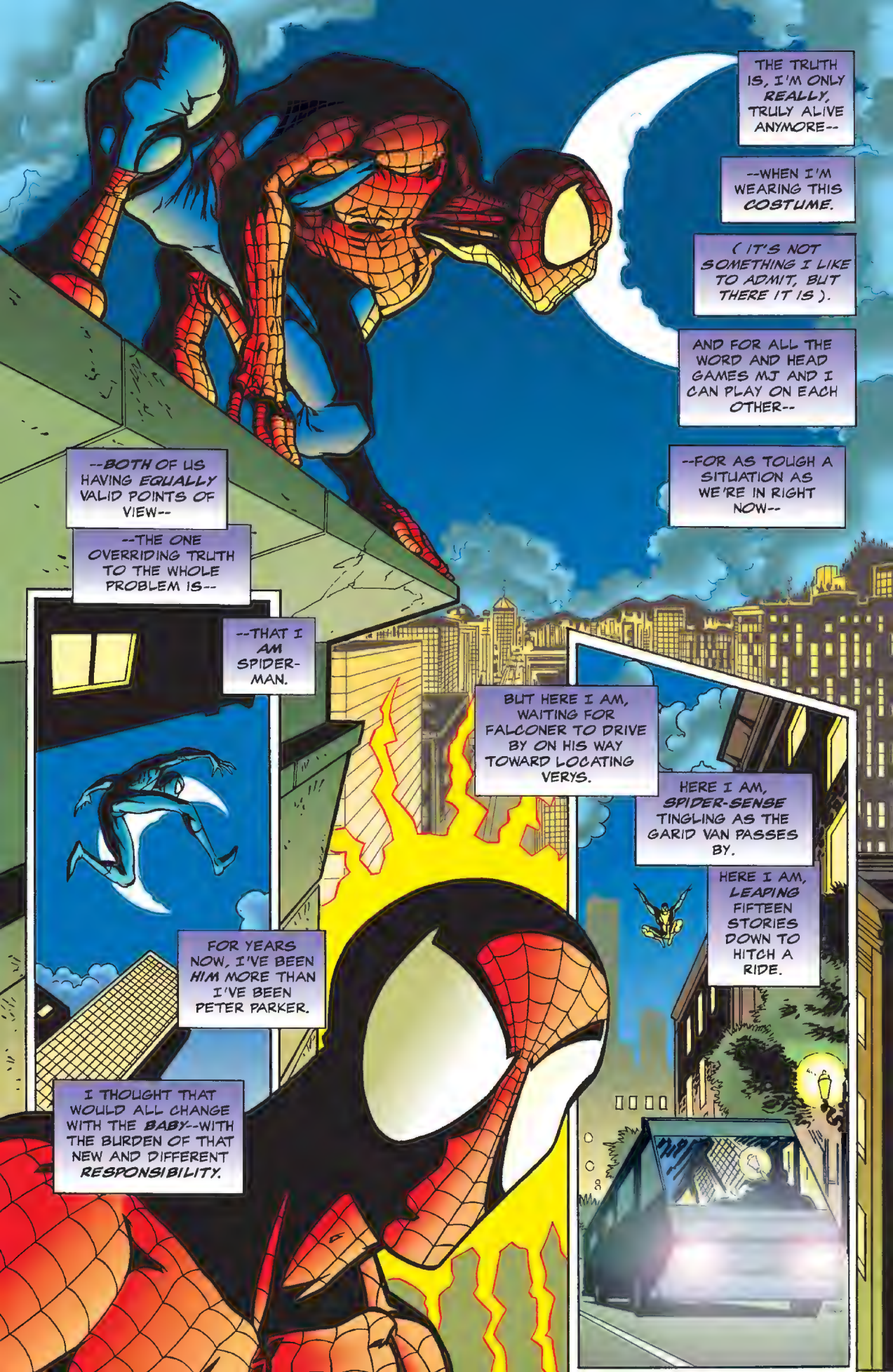
SPIDER-MAN!
AGAIN?
HERE COMES TROUBLE!
IF RIGHTEOUS FURY WERE GOLD--
--MARY JANE WATSON-PARKER WOULD BE FORT KNOX!
OR AT LEAST "HARD KNOCKS."
AS IN, "SCHOOL OF--".
BECAUSE WITH ME AS HER HUSBAND, MJ'S EARNED A PhD IN TOLERANCE!
NOW I'M WORKING ON HAVING HER GRADUATE WITH HONORS.
MJ--I'M SORRY--BUT ANOTHER PERSON WAS KIDNAPPED LAST NIGHT!
WHY.
AFTER HEARING WHAT THEY SAID AT WORK TODAY-- I THINK I KNOW WHERE THEY MIGHT BE!
IF YOU KNOW WHERE THIS VERYS GUY IS, WHY DON'T YOU LET THE POLICE HANDLE IT?
FALCONER AND GALANNAN TALKED ERIC OUT OF CALLING IN THE PPD THIS AFTERNOON.
FALCONER THINKS HE KNOWS WHERE VERYS IS--AND I HAVE TO BE THERE TO HELP HIM!
SHE DOESN'T SAY IT WITH A QUESTION MARK AT THE END.


uhm... BECAUSE?
NO, THAT DIDN'T CUT IT IN THIRD GRADE, MUCH LESS NOW.
I DON'T UNDERSTAND WHAT YOU MEAN.
WHY. DOES. SPIDER-MAN. HAVE. TO. BE. THERE?
YOU TOLD ME FALCONER IS A FORMER SHIELD AGENT.
HIS STAFF ARE ALL PROFESSIONAL SECURITY GUARDS, RIGHT?
WHY NOT JUST LET THEM HANDLE IT WITHOUT YOU?
THAT'S WHAT I THOUGHT.
IT'S NOT BECAUSE THEY CAN'T...
...IT'S BECAUSE YOU CAN.
FINE, MJ. YOU GET THE POINTS FOR THAT ONE.
BUT TRY IT THIS WAY--OUR UNBORN CHILD IS TURNING THIRTEEN.
HE/SHE/IT STARTS SPROUTING HAIRY LEGS OUT OF HER/HIS/ITS BACK!
WHAT IF WE CAN'T HELP HIM/HER/IT BECAUSE I TURNED MY BACK ON A CHANCE TO LEARN MORE ABOUT WHAT MAKES ME TICK?
WHAT WOULD YOU SAY THEN?

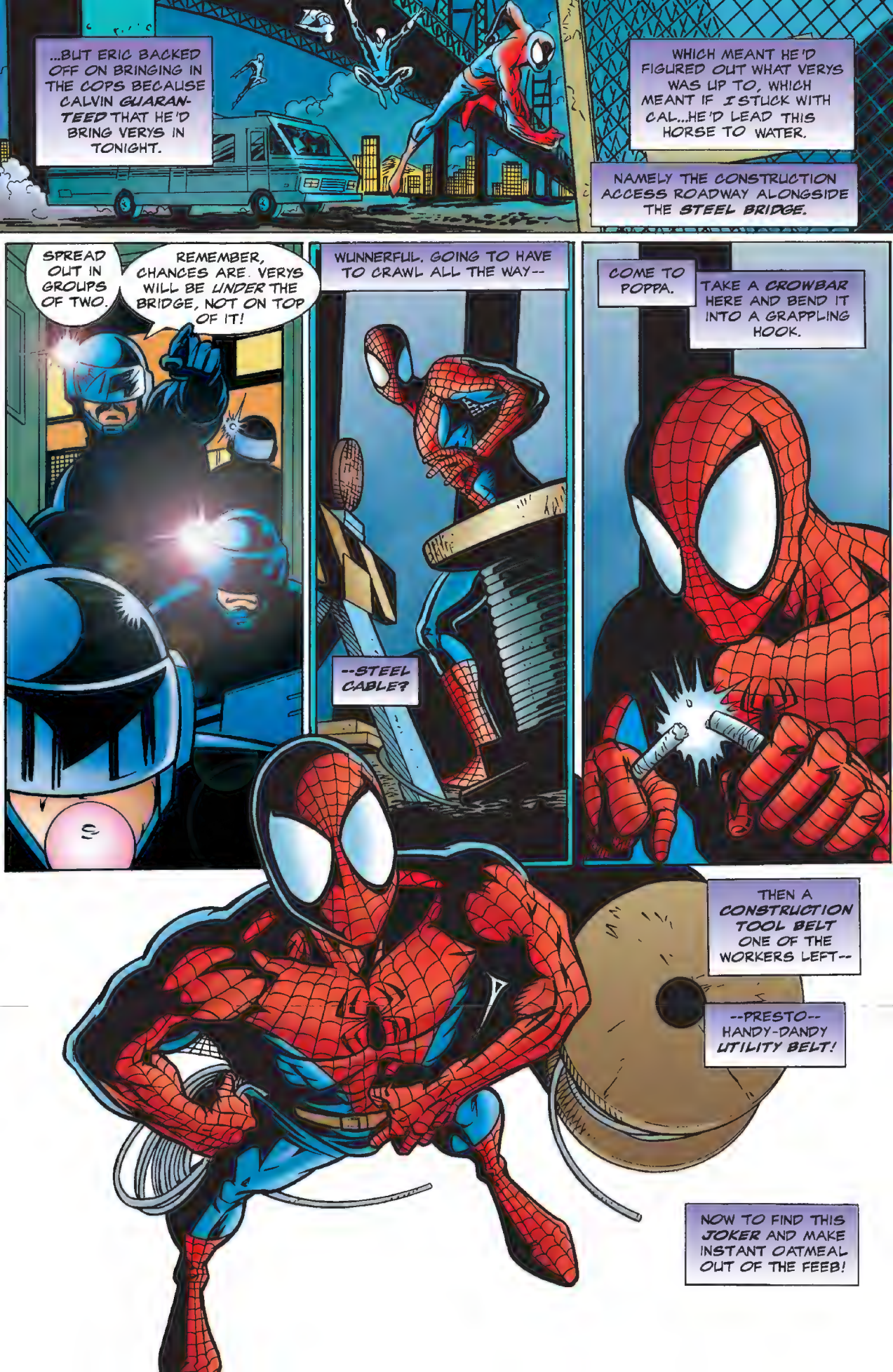
YEAH, THAT'S WHAT I THOUGHT.
MAYBE OUR PROBLEMS AREN'T DUE TO THE FACT I CAN'T DEAL WITH NOT BEING SPIDER-MAN--
--BUT BECAUSE YOU CAN'T DEAL WITH THE FACT THAT I AM!
BRRINNGG
HELLO?
YEAH. WHO IS--
MARY JANE?

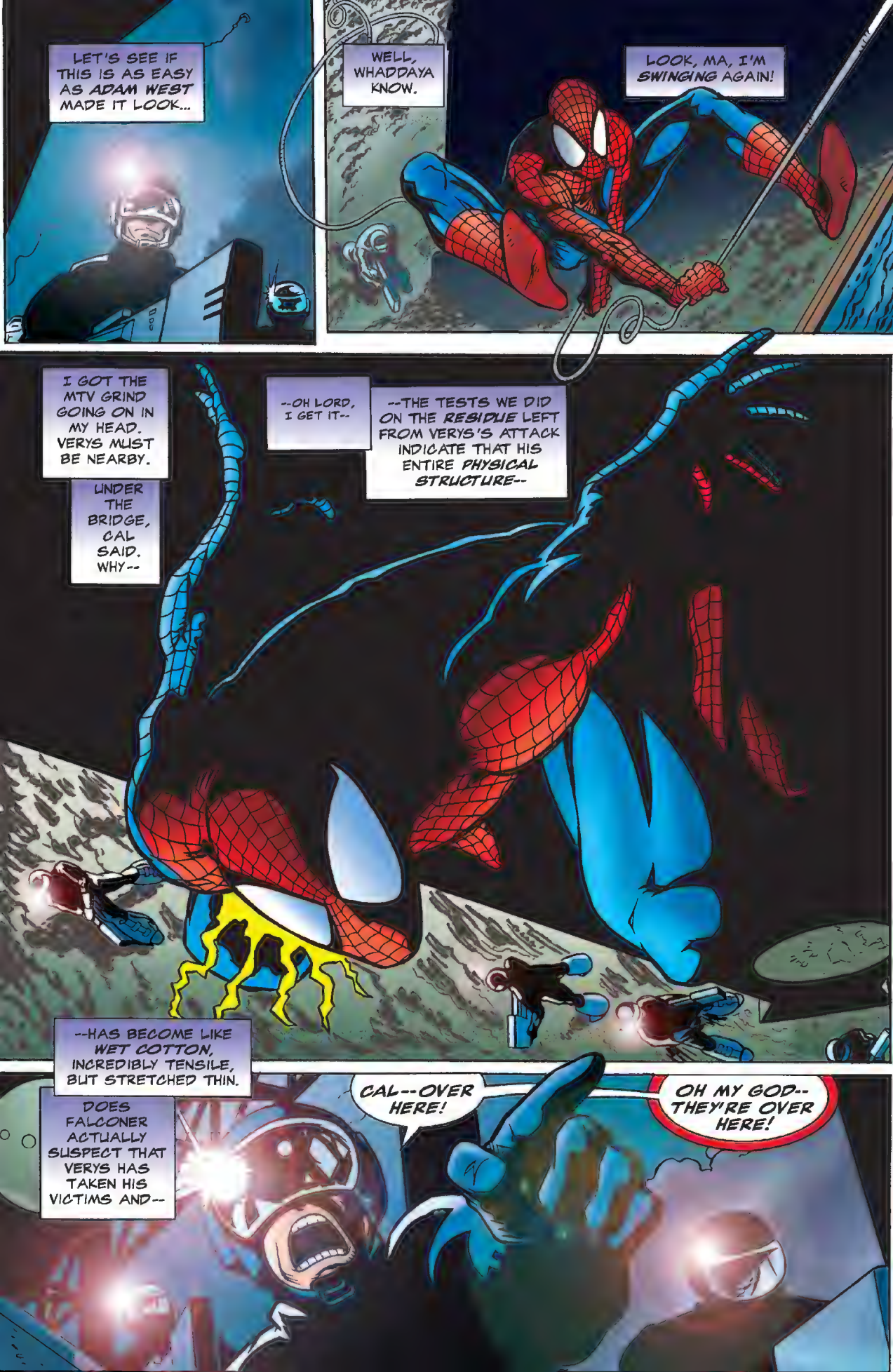
KEN ELLIS HERE, RED. FRIEND OF PETE'S
REPORTER FOR THE DAILY BUGLE.
I KNOW WHO YOU ARE, MR. ELLIS.
OH. SURE. OKAY. I WAS WONDERING IF I COULD TALK TO OL' PETE ABOUT--
I'M SORRY, BUT "OL' PETE'S" NOT HERE RIGHT NOW.
I SEE. SURE. I WAS WORKING ON A FOLLOW-UP TO SOME OF THE STUFF ABOUT PETE'S TRIAL.
DIGGING INTO THIS WHOLE SPIDER-MAN AND SCARLET SPIDER THING.
WHAT WITH YOU AND PETE BEING SO CLOSE TO THEM BOTH, WOULD YOU LIKE TO TALK ABOUT--
KLIK
BUUUU
MY, BUT THAT WAS RUDE, WASN'T IT?
BECAUSE SHE DIDN'T HAVE ANYTHING TO SAY...
...OR BECAUSE SHE HAD SOMETHING TO HIDE?

DAILY BUGLE
SPIDER-MA
OR
PARKER'S WIFE MOST CERTAINLY WAS NOT INTERESTED IN TALKING ABOUT HER HUSBAND'S MURDER TRIAL--
--OR ABOUT HIS POSSIBLE CONNECTION TO SPIDER-MAN.
WHAT'S THE STORY HERE?
FOR YEARS, WE HAVE A SPIDER-MAN SWINGING AROUND THE BIG APPLE.
THEN ANOTHER GUY SHOWS UP. SAME POWERS. SAME BUILD.
COSTUME BY WAY OF A FLEA MARKET. A HAND-ME-DOWN SPIDEY.
I CALL HIM SCARLET SPIDER. HE DOESN'T LIKE IT, BUT THE NAME STICKS.
BOTH OF THEM GOT IN THE MIDDLE OF PARKER'S TRIAL.
A THIRD GUY NAMED KAINE WAS PROVEN TO BE THE GUILTY PARTY.
OF A MURDER PARKER WAS SUPPOSED TO HAVE COMMITTED IN UTAH?
#&!#ING YOOO-TAWH, FOR CRYING OUT LOUD! UTAH? VISIT THERE MUCH, PETE?
TALK TO ME, PETEY BOY. WHAT'S THE DEAL BETWEEN THE SPIDERS AND HOW DOES THAT TIE IN TO YOU?
WHAT SAY WE OPEN UP YOUR SKULL--
--DIG INSIDE A LITTLE--
--AND START FINDING OUT THE REAL TRUTH?


THE TRUTH IS, I'M ONLY *REALLY*, TRULY ALIVE ANYMORE--
--WHEN I'M WEARING THIS *COSTUME*.
(IT'S NOT SOMETHING I LIKE TO ADMIT, BUT THERE IT IS).
AND FOR ALL THE WORD AND HEAD GAMES MJ AND I CAN PLAY ON EACH OTHER--
--FOR AS TOUGH A SITUATION AS WE'RE IN RIGHT NOW--
--*BOTH* OF US HAVING *EQUALLY* VALID POINTS OF VIEW--
--THE ONE OVERRIDING TRUTH TO THE WHOLE PROBLEM IS--
--THAT I *AM* SPIDER-MAN.
BUT HERE I AM, WAITING FOR FALCONER TO DRIVE BY ON HIS WAY TOWARD LOCATING VERYS.
HERE I AM, *SPIDER-SENSE* TINGLING AS THE GARID VAN PASSES BY.
HERE I AM, *LEAPING* FIFTEEN STORIES DOWN TO HITCH A RIDE.
FOR YEARS NOW, I'VE BEEN *HIM* MORE THAN I'VE BEEN PETER PARKER.
I THOUGHT THAT WOULD ALL CHANGE WITH THE *BABY*--WITH THE BURDEN OF THAT NEW AND DIFFERENT *RESPONSIBILITY*.

HERE I AM, LANDING AS LIGHT AS...WELL, AS A SPIDER, OF COURSE.
HERE I AM.
LOVING EVERY MINUTE OF IT.
OF COURSE, IF MY WEB-SHOOTERS STILL WORKED, IT COULD'VE BEEN A LOT EASIER.
BEGGARS CAN'T BE CHOOSERS.
WE EXPECT TO ENCOUNTER A SUPER-POWERED INDIVIDUAL WHO IS QUITE CAPABLE OF MURDER--
--BUT OUR INTENTION IS TO CAPTURE VERYS ALIVE.
YEAH, WELL CONSIDERING HE KILLED JOEY AND JEFF--
--YOU NEVER KNOW WHAT MIGHT ACCI-DENTALLY HAPPEN--
--WHILE WE'RE TRYING TO BRING THIS NUTCASE IN, RIGHT, CAL?
ALIVE. PERIOD.
THE GARID SECURITY FORCES ARE A BIT ANTSY. CAN'T SAY AS I BLAME THEM.
THEY'RE NOT USED TO GOING AFTER PEOPLE LIKE VERYS.
I DON'T KNOW HOW FALCONER FOUND OUT WHERE VERYS MIGHT BE HIDING...

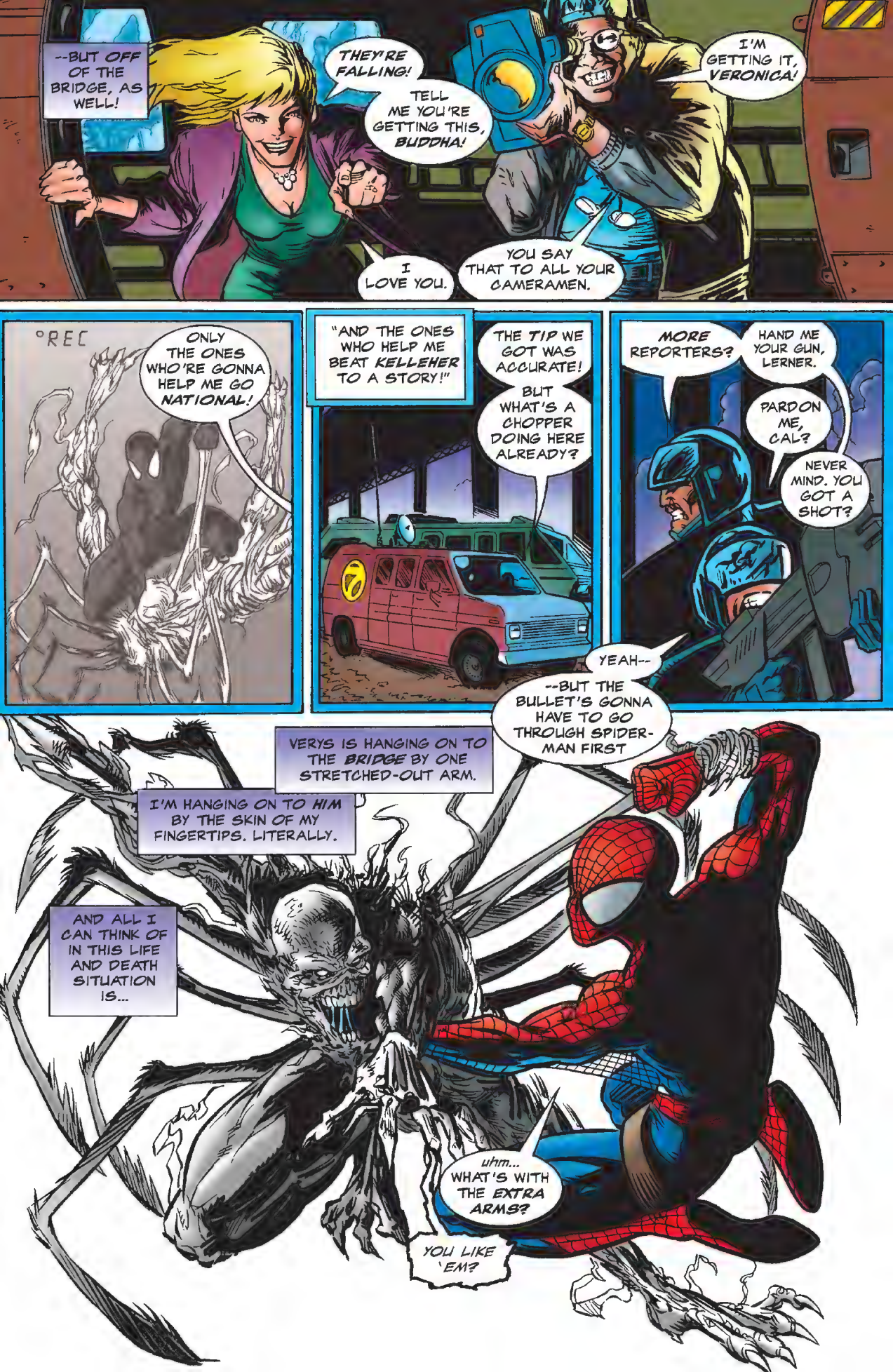

...BUT ERIC BACKED OFF ON BRINGING IN THE COPS BECAUSE CALVIN GUARANTEED THAT HE'D BRING VERYS IN TONIGHT.
WHICH MEANT HE'D FIGURED OUT WHAT VERYS WAS UP TO, WHICH MEANT IF I STUCK WITH CAL...HE'D LEAD THIS HORSE TO WATER.
NAMELY THE CONSTRUCTION ACCESS ROADWAY ALONGSIDE THE STEEL BRIDGE.
SPREAD OUT IN GROUPS OF TWO.
REMEMBER, CHANCES ARE. VERYS WILL BE UNDER THE BRIDGE, NOT ON TOP OF IT!
WUNNERFUL. GOING TO HAVE TO CRAWL ALL THE WAY--
--STEEL CABLE?
COME TO POPPA.
TAKE A CROWBAR HERE AND BEND IT INTO A GRAPPLING HOOK.
THEN A CONSTRUCTION TOOL BELT ONE OF THE WORKERS LEFT--
--PRESTO-- HANDY-DANDY UTILITY BELT!
NOW TO FIND THIS JOKER AND MAKE INSTANT OATMEAL OUT OF THE FEEB!

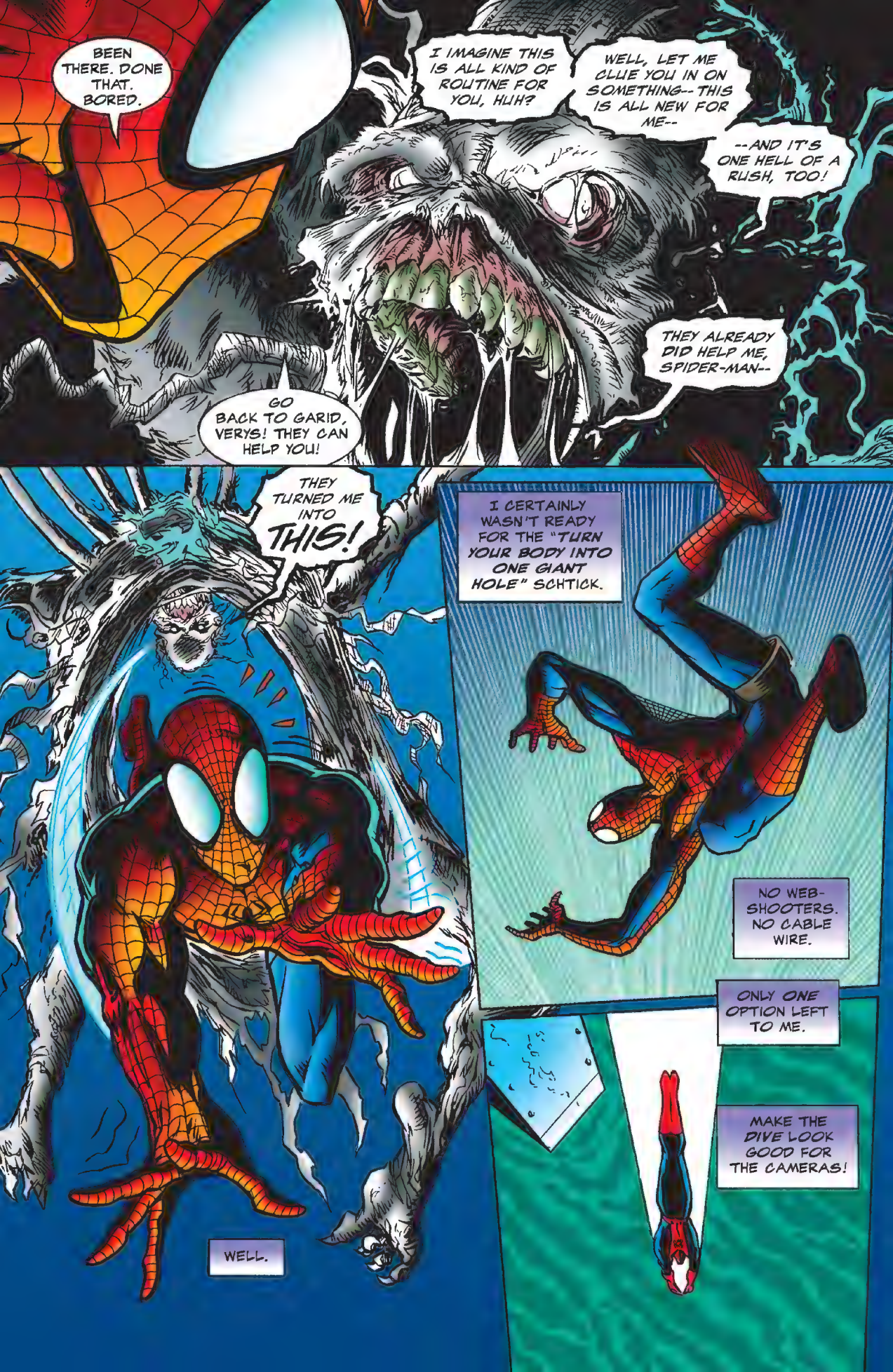

LET'S SEE IF THIS IS AS EASY AS ADAM WEST MADE IT LOOK...
WELL, WHADDAYA KNOW.
LOOK, MA, I'M SWINGING AGAIN!
I GOT THE MTV GRIND GOING ON IN MY HEAD. VERYS MUST BE NEARBY.
UNDER THE BRIDGE, CAL SAID. WHY--
--OH LORD, I GET IT--
--THE TESTS WE DID ON THE RESIDUE LEFT FROM VERYS'S ATTACK INDICATE THAT HIS ENTIRE PHYSICAL STRUCTURE--
--HAS BECOME LIKE WET COTTON, INCREDIBLY TENSILE, BUT STRETCHED THIN.
DOES FALCONER ACTUALLY SUSPECT THAT VERYS HAS TAKEN HIS VICTIMS AND--
CAL--OVER HERE!
OH MY GOD-- THEY'RE OVER HERE!

ANY SIGN OF VERYS?
NO SIR, JUST THE VICTIMS--
--THEY 'RE UNDER THE ROADWAY--ALONGSIDE THE BRIDGE STRUTS!
ARE ANY OF THEM--
--ALIVE--?
help me-- please--
GET UP THERE--FAST-- BEFORE VERYS SHOWS UP!
SPEAKING OF SHOWING UP...
WUP! WUP! WUP! WUP! WUP!
A NEWS HELI-COPTER?
SHORT OF ROSS PEROT IN BIKINI BRIEFS, THAT'S GOTTA BE THE LAST THING I WANTED TO SEE TONIGHT!
HOW DID THEY KNOW TO COME HERE?
WITH ANY LUCK, THE HOSTAGES WILL ALL BE ALIVE, VERYS WON'T SHOW UP--
--AND SPIDEY WON'T NEED TO GET HIMSELF SPLAYED ALL OVER PORTLAND TV!

ONLY ONE OF THEM'S ALIVE, CAL!
please-- get me away from him--
IT'S OKAY, MR. BYRNE-- THERE'S NO SIGN OF VERYS--WE'LL HAVE YOU OUT OF HERE IN NO--
--you don't understand--
huh--?
IS THIS STUFF-- MOVING--?
THAT TICKLED.
AAAAGHH!
TIME TO GET INVOLVED.

SON OF A--
PHOONTA!
I SMELL BURNT CLOTH.
HANNIKER'S CARRYING A PLASMA RIFLE OF SOME SORT.
IT DIDN'T SLOW VERYS DOWN AT ALL.
WHATEVER HE'S BECOME--I STILL SEE A JAW ON HIM--
--AND I'M CROSSING MY FINGERS THAT IT'S A GLASS ONE!
THUDPPFT!
WELL, THAT CERTAINLY DIDN'T SOUND VERY PROMISING.
USUALLY, MY HEEL ON THEIR FACE MAKES THIS COOL KIND OF POPPING SOUND.
THAT SOUNDED AND FELT LIKE I GAVE AN UPPERCUT TO A PILLOW!
AT LEAST OUR MOMENTUM TOOK US AWAY FROM THE GUARDS--
THFFFF
PLUFFTT!


--BUT OFF OF THE BRIDGE, AS WELL!
THEY'RE FALLING!
TELL ME YOU'RE GETTING THIS, BUDDHA!
I'M GETTING IT, VERONICA!
I LOVE YOU.
YOU SAY THAT TO ALL YOUR CAMERAMEN.
REC
ONLY THE ONES WHO'RE GONNA HELP ME GO NATIONAL!
"AND THE ONES WHO HELP ME BEAT KELLEHER TO A STORY!"
THE TIP WE GOT WAS ACCURATE!
BUT WHAT'S A CHOPPER DOING HERE ALREADY?
MORE REPORTERS?
HAND ME YOUR GUN, LERNER.
PARDON ME, CAL?
NEVER MIND. YOU GOT A SHOT?
YEAH--
--BUT THE BULLET'S GONNA HAVE TO GO THROUGH SPIDER-MAN FIRST
VERYS IS HANGING ON TO THE BRIDGE BY ONE STRETCHED-OUT ARM.
I'M HANGING ON TO HIM BY THE SKIN OF MY FINGERTIPS. LITERALLY.
AND ALL I CAN THINK OF IN THIS LIFE AND DEATH SITUATION IS...
uhm... WHAT'S WITH THE EXTRA ARMS?
YOU LIKE 'EM?

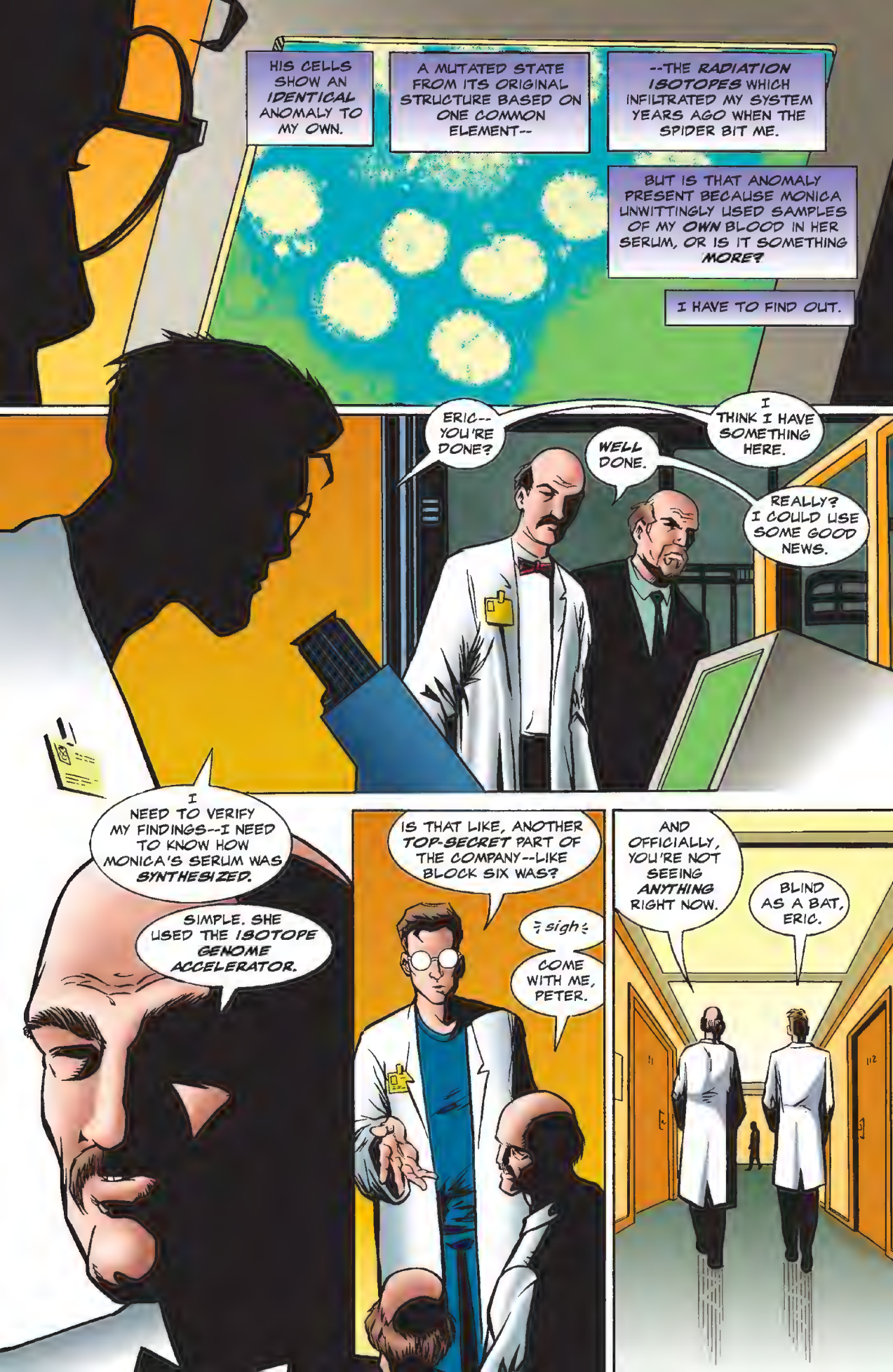

BEEN THERE. DONE THAT. BORED.
I IMAGINE THIS IS ALL KIND OF ROUTINE FOR YOU, HUH?
WELL, LET ME CLUE YOU IN ON SOMETHING-- THIS IS ALL NEW FOR ME--
--AND IT'S ONE HELL OF A RUSH, TOO!
THEY ALREADY DID HELP ME, SPIDER-MAN--
GO BACK TO GARID, VERYS! THEY CAN HELP YOU!
THEY TURNED ME INTO THIS!
I CERTAINLY WASN'T READY FOR THE "TURN YOUR BODY INTO ONE GIANT HOLE" SCHTICK.
NO WEB-SHOOTERS. NO CABLE WIRE.
ONLY ONE OPTION LEFT TO ME.
MAKE THE DIVE LOOK GOOD FOR THE CAMERAS!
WELL.

AS HE FELL INTO THE ICY COLD WATERS OF THE WILLAMETTE RIVER!
THE SUPER-POWERED CREATURE I'M CALLING TENDRIL--
--SEEMS TO HAVE DISAPPEARED INTO THIN AIR!
DEREK KELLEHER, ACTION NEWS-- ARE YOU AN EMPLOYEE OF THE GALANNAN RESEARCH CENTER?
GET THAT MICROPHONE OUT OF MY FACE.
BUT--
--mmph--
--HEY--
SHZZZZZZZZ
WE SEEM TO HAVE TEMPORARILY LOST OUR--
DON'T DRIP ON THE CARPET.
I HAD HIM IN MY HANDS, MJ!
THEN-- HE JUST WASN'T THERE ANYMORE!
HOW AM I SUPPOSED TO FIGHT SOMEONE WHO'S MADE OUT OF WEBS?

I DON'T CARE, PETER.
WHAT MATTERS MORE TO ME IS HOW OUR UNBORN CHILD IS GOING TO COPE WITH LIVING WITHOUT A FATHER!
MJ--IT'S MY FAULT VERYS IS OUT THERE HURTING OTHER PEOPLE!
MY FAULT HE GOT AWAY TONIGHT!
YEAH, I KNOW, PETER. EVERYTHING IS YOUR RESPONSIBILITY.
I USED TO LOVE THAT THE MOST ABOUT YOU.
NOW IT SOUNDS LIKE AN EASY EXCUSE TO AVOID YOUR REAL RESPONSIBILITY.
TO ME--TO YOUR CHILD--AND MOST IMPORTANTLY --TO YOURSELF!
I'M NOT GOING TO GET KILLED! OUR CHILD WILL HAVE A FATHER!
OF COURSE IT WILL.
ALWAYS.
THAT DOESN'T NECESSARILY MEAN...
...IT'S GOING TO HAVE TWO PARENTS
SHE'S HAD ENOUGH. HOW FAR CAN I PUSH THIS?
HOW FAR SHOULD I?
I DON'T KNOW.

THE SECURITY CONTINGENT FROM GALANNAN PACKED UP AND LEFT--
--WITHOUT ANSWERING ANY OF OUR QUESTIONS.
IT WAS YOU, WASN'T IT, BILL?! WHY?!
YOU'RE NOT THE ONLY SMART PERSON HERE, CALVIN!
I KNEW THAT VERYS HAD BEEN ARRESTED FOR ARMED ROBBERY ON THE STEEL BRIDGE YEARS AGO!
BUT THEY WON'T BE ABLE TO AVOID THE QUESTIONS--
--WHICH WILL BE ASKED BY BOTH THE POLICE AND THE PEOPLE OF PORTLAND!
WHEN PEOPLE STARTED TO DISAPPEAR IN THAT AREA, I PUT TWO AND TWO TOGETHER AND TIPPED OFF A FRIEND AT KPTV.
YOU DIDN'T ANSWER MY QUESTION.
IF YOU HAD DONE YOUR JOB RIGHT, CAL, THE TV REPORT WOULD HAVE BEEN, "GARID CLEANS UP PORTLAND KILLER MESS!"
WE COULD HAVE DONE ANY SPIN DOCTORING WE NEEDED TO ABOUT THE FACT VERYS ORIGINALLY ESCAPED FROM THESE HALLS--
--BECAUSE WE WOULD HAVE BEEN HEROES FOR HAVING CAPTURED A MADMAN!
GARID
IF YOU HAD DONE YOUR JOB RIGHT, THAT IS...

GARID
I'M MEETING WITH THE POLICE TOMORROW MORNING FOR A DEBRIEFING.
I'M GOING TO TELL THEM EVERYTHING. PROMISE TO WORK WITH THEM.
MEANWHILE, WE HAVE TO WORK BACKWARDS ON THIS.
THE ONLY WAY TO STOP VERYS IS TO FIND A WAY TO CURE HIM.
AND THE ONLY WAY TO CURE HIM IS TO UNDERSTAND HOW HE BECAME THIS WAY.
THAT MEANS WE HAVE TO LOCATE THE PRESENT WHEREABOUTS OF THE MAN WHO WAS THE ORIGINAL RECIPIENT OF MONICA STAPHOS'S SYNTHETIC SKIN DERIVATIVE.
CONFIDENTIAL
WE HAVE TO FIND DRYROT!
MORNING. ERIC WAS HERE ALL NIGHT GETTING PREPPED FOR THE COPS.
I SHOWED UP AT EIGHT AND STARTED WORKING ON FIGURING OUT WHAT MONICA DID.
SOME OF VERYS'S SKIN HAD SLOUGHED OFF ON TO MY COSTUME LAST NIGHT.
I RUN THE CELL SAMPLES THROUGH A BATTERY OF TESTS.


HIS CELLS SHOW AN IDENTICAL ANOMALY TO MY OWN.
A MUTATED STATE FROM ITS ORIGINAL STRUCTURE BASED ON ONE COMMON ELEMENT--
--THE RADIATION ISOTOPES WHICH INFILTRATED MY SYSTEM YEARS AGO WHEN THE SPIDER BIT ME.
BUT IS THAT ANOMALY PRESENT BECAUSE MONICA UNWITTINGLY USED SAMPLES OF MY OWN BLOOD IN HER SERUM, OR IS IT SOMETHING MORE?
I HAVE TO FIND OUT.
ERIC--YOU'RE DONE?
WELL DONE.
I THINK I HAVE SOMETHING HERE.
REALLY? I COULD USE SOME GOOD NEWS.
I NEED TO VERIFY MY FINDINGS--I NEED TO KNOW HOW MONICA'S SERUM WAS SYNTHESIZED.
SIMPLE. SHE USED THE ISOTOPE GENOME ACCELERATOR.
IS THAT LIKE, ANOTHER TOP-SECRET PART OF THE COMPANY--LIKE BLOCK SIX WAS?
;sigh;
COME WITH ME, PETER.
AND OFFICIALLY, YOU'RE NOT SEEING ANYTHING RIGHT NOW.
BLIND AS A BAT, ERIC.

THE GENOME ACCELERATOR IS ACTUALLY A MUCH MORE COMPLEX VERSION--
--OF A DEVICE WHICH YOU SHOULD BE--
--QUITE FAMILIAR WITH...
THE MACHINE... DIFFERENT, BUT STILL THE SAME...
IT'S BEEN SO MANY YEARS.
THE HIGH SCHOOL SCIENCE LECTURE.
THE SPIDER FALLING BETWEEN THE LANCING BEAMS OF ENERGY.
BITING ME. CHANGING ME.
TURNING MY LIFE INSIDE-OUT.
IT ALL MAKES SENSE NOW.
VERYS'S CELLULAR STRUCTURE SHOWED SUCH A SIMILARITY TO MINE--
--BECAUSE WE WERE BOTH SUBJECTED TO THE RADIATION FROM THIS MACHINE!

CITY DESK. I'LL TRANSFER YOU.
NEW COSTUME ON THE OLD GUY?
OR ON A NEW GUY?
OR ON THE OLD SCARLET SPIDER?
SO MANY OPTIONS TO CHOOSE FROM.
GETS EVEN BETTER, ELLIS.
DAILY BUGLE
NEW SPIDER-MAN?
TELL ME HOW, BEN.
THE POPE-MOBILE IS MUCH COOLER THAN THE BAT-MOBILE
SEE THE FRONT PAGE YET, PHIL?
PRETTY COOL THREADS, YOU ASK ME.
CHECK OUT THE NATIONAL SECTION OF USA TODAY.
'BYE.
NATIONAL
PORTLAND BRAWL
'BYE.
LOOK WHAT WE HAVE HERE. LAST NIGHT, huh?
NATIONAL
PORTLAND BRAWL
TWO SPIDER-MANS NOW? AND ONE OF THEM JUST HAPPENS TO SHOW UP...
...IN THE CITY WHICH PETER PARKER MOVED TO?!
MY, I WONDER IF THIS'LL BE ENOUGH NOW TO GET ROBBIE TO SPRING--
NATIONAL
--FOR AIRFARE TO PORTLAND!

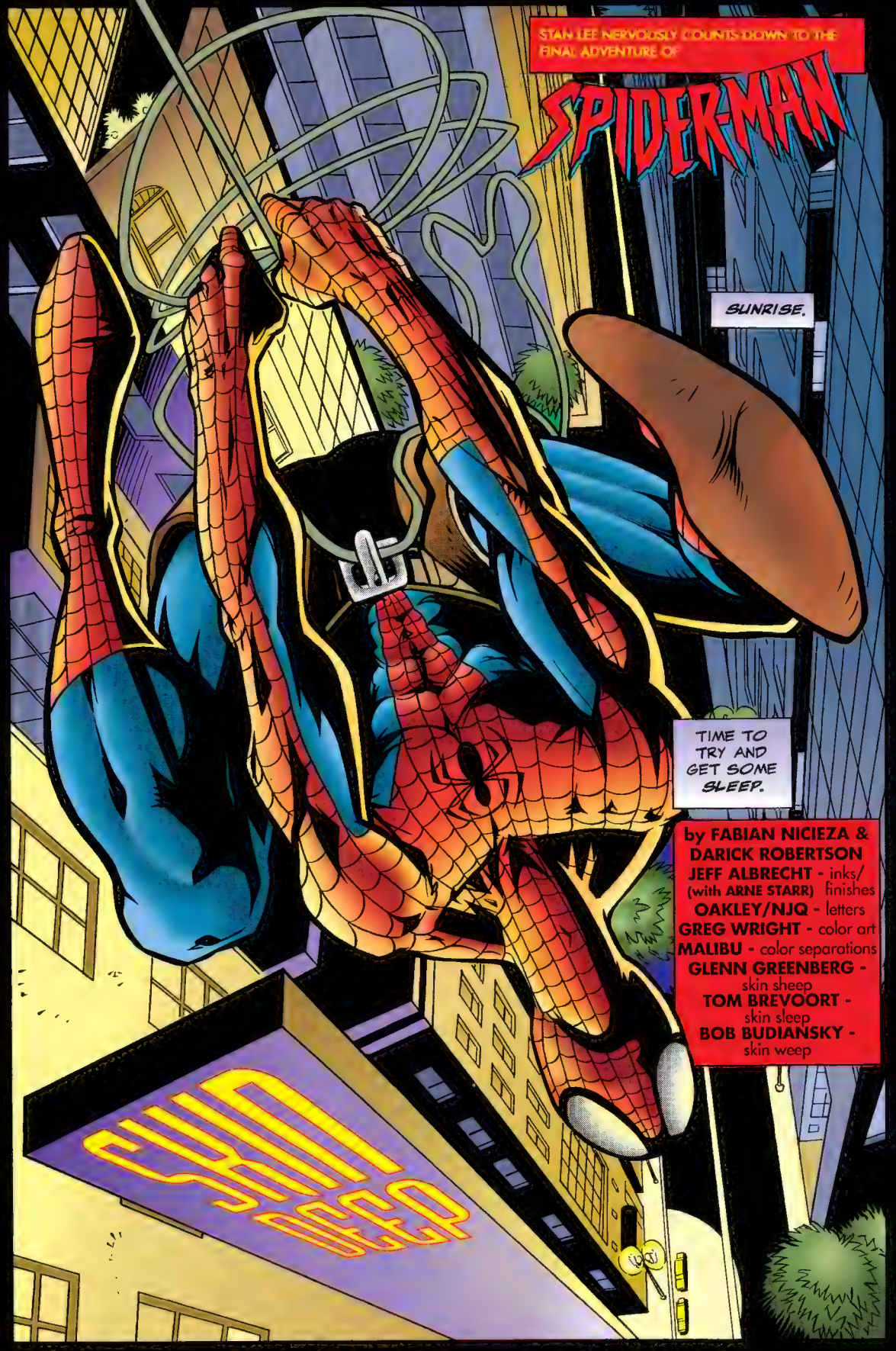
I CALLED HOME TO TELL MJ WHAT I FOUND OUT, BUT THERE WAS NO ANSWER.
THE GENOME ACCELERATOR WILL NOT ONLY PROVIDE THE KEY TO STOPPING VERYS--
--BUT IT'LL ALSO GIVE ME THE CHANCE TO LEARN EXACTLY HOW MY OWN BODY WAS CHANGED--
--AND HOW TO HELP OUR CHILD SHOULD ANYTHING EVER HAPPEN TO HIM/HER/IT!
I WANTED TO SHARE THE NEWS WITH HER!
TO TELL HER THAT SOON, THIS WILL ALL BE OVER--
--AND WE'LL FINALLY HAVE A CHANCE-- ONCE AND FOR ALL--
--TO BE A FAMILY--
--TO BE TOGETHER--
KLIK
--FOR THE REST OF OUR LIVES...
Peter, I'm leaving because I just couldn't wait any longer—
SUNSET
TO BE CONTINUED

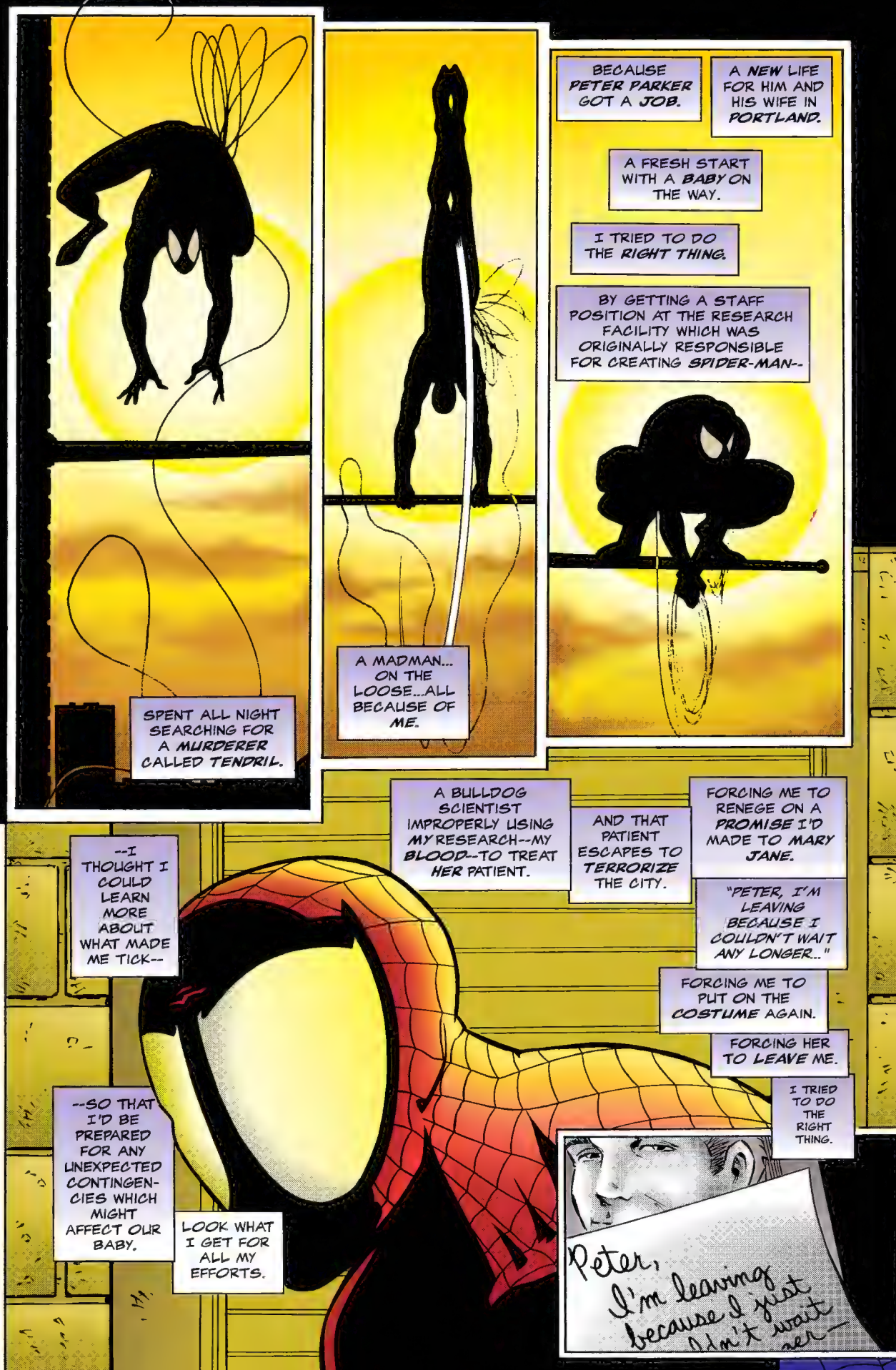
A terrifying creature stalks the night-shrouded streets of Portland, Oregon... and Peter Parker must share the blame for it!

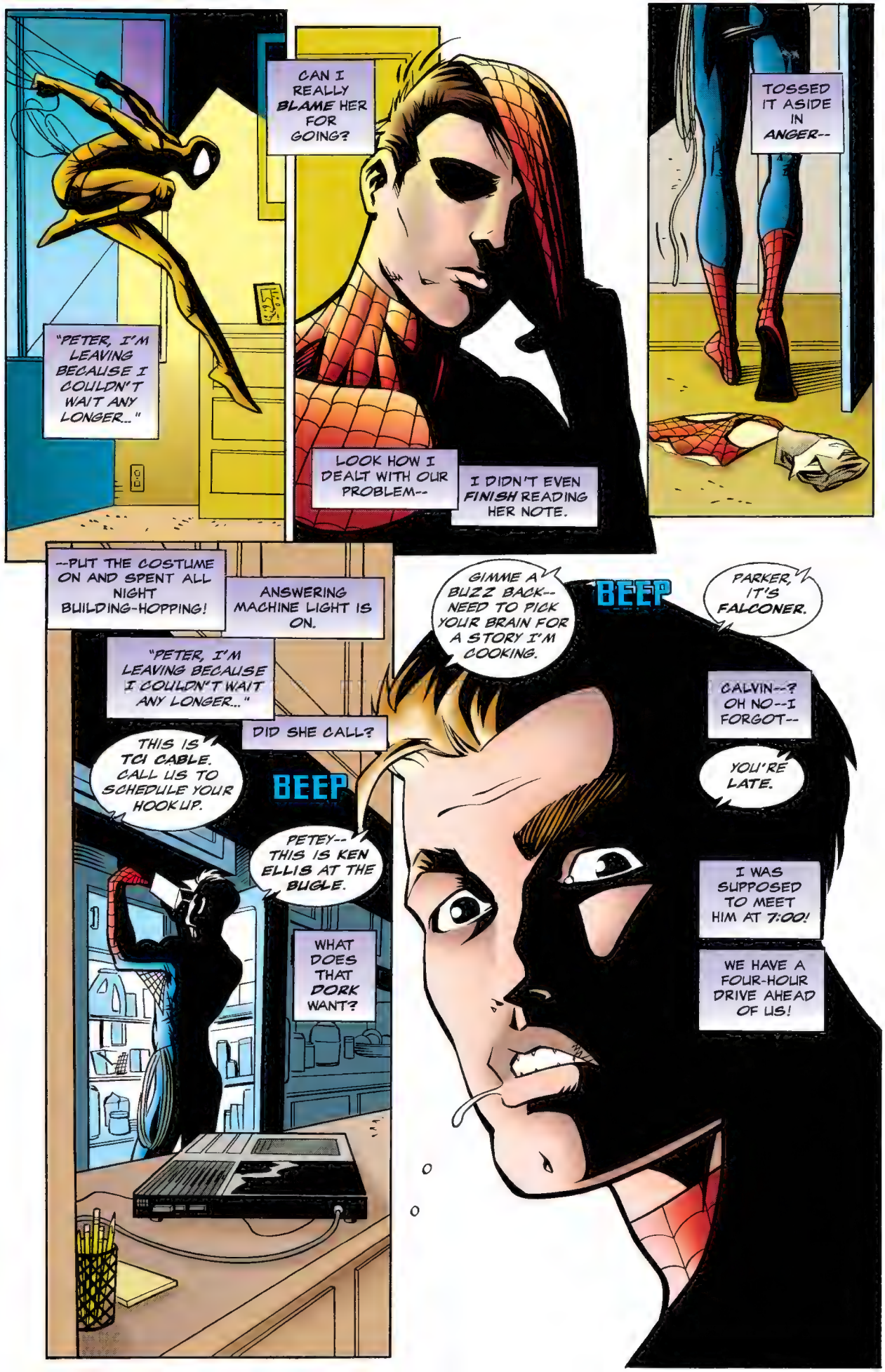
When Peter discovers his involvement in the creation of *Tendril* — a murderous, spider-like genetic mutation — he is forced to resume the role he thought he had left behind: that of the web-slinging wonder known as the amazing *Spider-Man!*

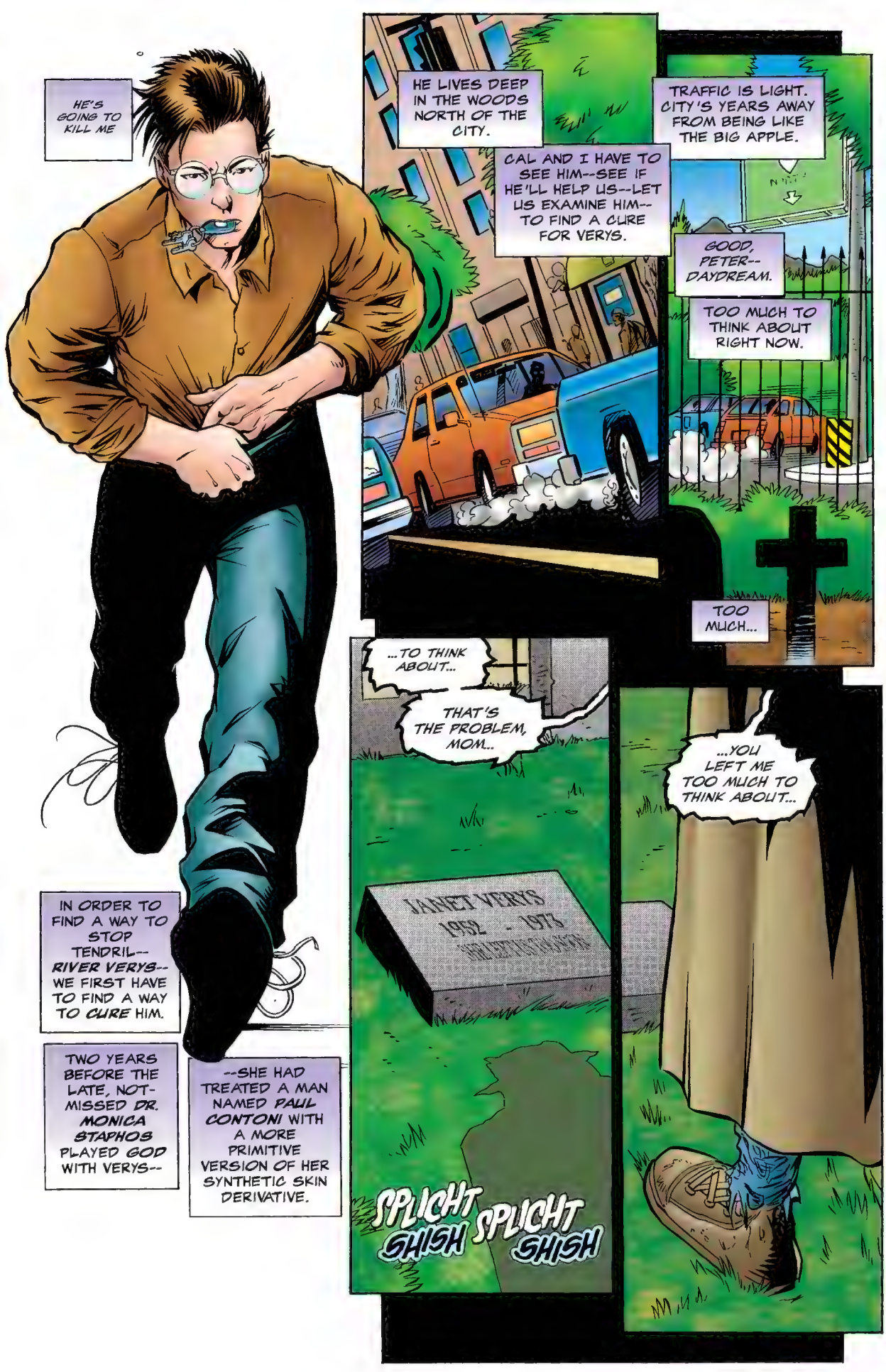
As he tries to hunt down this menace, Peter's personal life begins to crumble! His marriage to *Mary Jane Watson* — pregnant with their first child — is jeopardized by Peter's return to super heroics at the very time that she needs him the most! Meanwhile, *Ken Ellis*, nosy reporter for the *Daily Bugle*, begins to investigate the suspicious connections between Peter and Spider-Man — and he's getting closer and closer to discovering the truth...

This is Spider-Man's final adventure... and it just may be his greatest!

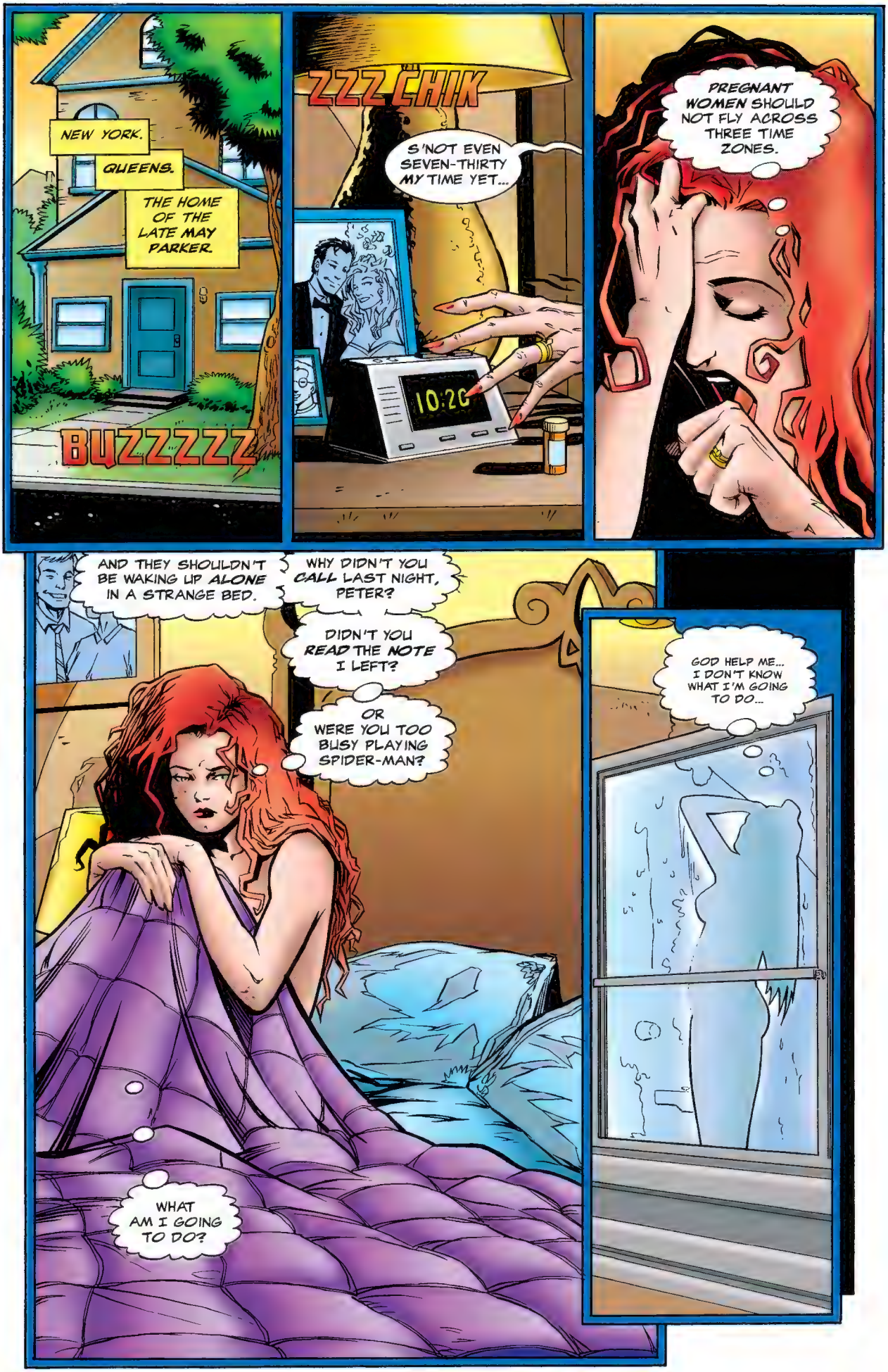

STAN LEE NERVOUSLY COUNTS DOWN TO THE FINAL ADVENTURE OF
SPIDER-MAN
SUNRISE.
TIME TO TRY AND GET SOME SLEEP.
by FABIAN NICIEZA & DARICK ROBERTSON
JEFF ALBRECHT - inks/ (with ARNE STARR) finishes
OAKLEY/NJQ - letters
GREG WRIGHT - color art
MALIBU - color separations
GLENN GREENBERG - skin sheep
TOM BREVOORT - skin sleep
BOB BUDIANSKY - skin weep
SLEEP

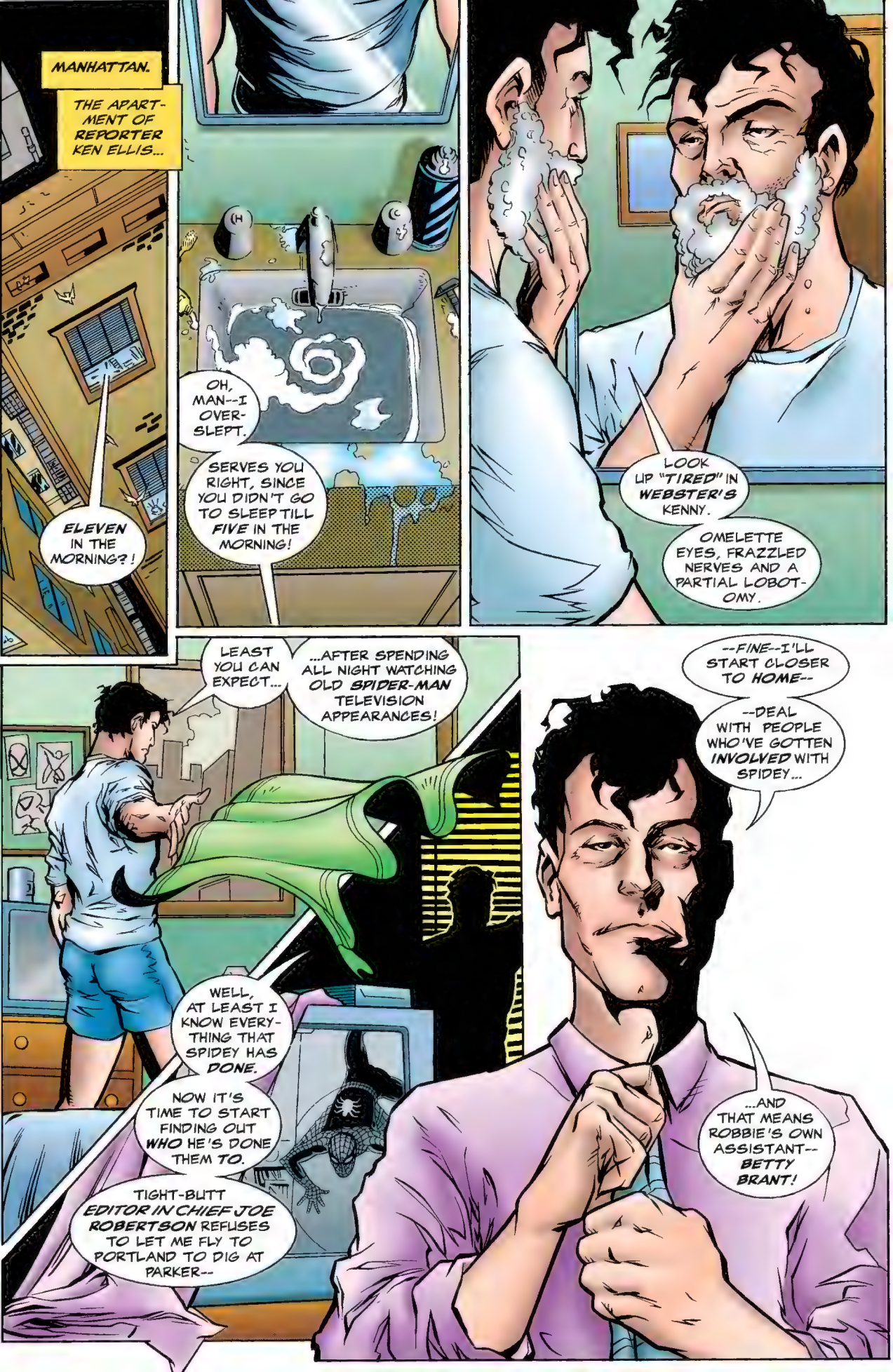

SPENT ALL NIGHT SEARCHING FOR A MURDERER CALLED TENDRIL.
A MADMAN... ON THE LOOSE...ALL BECAUSE OF ME.
BECAUSE PETER PARKER GOT A JOB.
A NEW LIFE FOR HIM AND HIS WIFE IN PORTLAND.
A FRESH START WITH A BABY ON THE WAY.
I TRIED TO DO THE RIGHT THING.
BY GETTING A STAFF POSITION AT THE RESEARCH FACILITY WHICH WAS ORIGINALLY RESPONSIBLE FOR CREATING SPIDER-MAN--
--I THOUGHT I COULD LEARN MORE ABOUT WHAT MADE ME TICK--
A BULLDOG SCIENTIST IMPROPERLY USING MY RESEARCH--MY BLOOD--TO TREAT HER PATIENT.
AND THAT PATIENT ESCAPES TO TERRORIZE THE CITY.
FORCING ME TO RENEGE ON A PROMISE I'D MADE TO MARY JANE.
"PETER, I'M LEAVING BECAUSE I COULDN'T WAIT ANY LONGER..."
FORCING ME TO PUT ON THE COSTUME AGAIN.
FORCING HER TO LEAVE ME.
I TRIED TO DO THE RIGHT THING.
--SO THAT I'D BE PREPARED FOR ANY UNEXPECTED CONTINGENCIES WHICH MIGHT AFFECT OUR BABY.
LOOK WHAT I GET FOR ALL MY EFFORTS.
Peter, I'm leaving because I just


"PETER, I'M LEAVING BECAUSE I COULDN'T WAIT ANY LONGER..."
CAN I REALLY BLAME HER FOR GOING?
LOOK HOW I DEALT WITH OUR PROBLEM--
I DIDN'T EVEN FINISH READING HER NOTE.
TOSSED IT ASIDE IN ANGER--
--PUT THE COSTUME ON AND SPENT ALL NIGHT BUILDING-HOPPING!
ANSWERING MACHINE LIGHT IS ON.
"PETER, I'M LEAVING BECAUSE I COULDN'T WAIT ANY LONGER..."
DID SHE CALL?
BEEP
THIS IS TCI CABLE. CALL US TO SCHEDULE YOUR HOOKUP.
PETEY-- THIS IS KEN ELLIS AT THE BUGLE.
WHAT DOES THAT DORK WANT?
GIMME A BUZZ BACK-- NEED TO PICK YOUR BRAIN FOR A STORY I'M COOKING.
BEEP
PARKER, IT'S FALCONER.
CALVIN--? OH NO--I FORGOT--
YOU'RE LATE.
I WAS SUPPOSED TO MEET HIM AT 7:00!
WE HAVE A FOUR-HOUR DRIVE AHEAD OF US!


HE'S GOING TO KILL ME
HE LIVES DEEP IN THE WOODS NORTH OF THE CITY.
CAL AND I HAVE TO SEE HIM--SEE IF HE'LL HELP US--LET US EXAMINE HIM--TO FIND A CURE FOR VERYS.
TRAFFIC IS LIGHT. CITY'S YEARS AWAY FROM BEING LIKE THE BIG APPLE.
GOOD, PETER--DAYDREAM.
TOO MUCH TO THINK ABOUT RIGHT NOW.
TOO MUCH...
...TO THINK ABOUT...
THAT'S THE PROBLEM, MOM...
...YOU LEFT ME TOO MUCH TO THINK ABOUT...
JANET VERYS 1952 - 1973
SPLICHT SHISH SPLICHT SHISH
IN ORDER TO FIND A WAY TO STOP TENDRIL--*RIVER VERYS*--WE FIRST HAVE TO FIND A WAY TO *CURE* HIM.
TWO YEARS BEFORE THE LATE, NOT-MISSED *DR. MONICA STAPHOS* PLAYED *GOD* WITH VERYS--
--SHE HAD TREATED A MAN NAMED *PAUL CONTONI* WITH A MORE PRIMITIVE VERSION OF HER SYNTHETIC SKIN DERIVATIVE.

...ABOUT THE WORLD AND HOW...HOW... WRONG IT IS.
I MEAN, FACE IT, YOU PULL A JANIS JOPLIN WHEN I'M ONLY TWO YEARS OLD-
LEFT ME CONFUSION...AND DOUBT...
...SO WHAT SHOULD I GIVE BACK...?
ALL I CAN LEAVE YOU--AND THE WORLD--IS A LITTLE BIT OF ME.
--SO THAT DADDY CAN RAISE ME?
HE'S SO STRUNG OUT, I'M IN AND OUT OF FOSTER HOMES MY WHOLE LIFE...
YEAH...YOU LEFT ME A LOT TO THINK ABOUT, MOM.
ANGER.
HATRED.
PAIN.
SLITHHH
'CAUSE THAT'S ALL I REALLY HAVE LEFT TO GIVE...


NEW YORK.
QUEENS.
THE HOME OF THE LATE MAY PARKER.
BUZZZZZ
ZZZ CHIK
S'NOT EVEN SEVEN-THIRTY MY TIME YET...
10:20
PREGNANT WOMEN SHOULD NOT FLY ACROSS THREE TIME ZONES.
AND THEY SHOULDN'T BE WAKING UP ALONE IN A STRANGE BED.
WHY DIDN'T YOU CALL LAST NIGHT, PETER?
DIDN'T YOU READ THE NOTE I LEFT?
OR WERE YOU TOO BUSY PLAYING SPIDER-MAN?
WHAT AM I GOING TO DO?
GOD HELP ME... I DON'T KNOW WHAT I'M GOING TO DO...


MANHATTAN.
THE APARTMENT OF REPORTER KEN ELLIS...
ELEVEN IN THE MORNING?!
OH, MAN--I OVERSLEPT.
SERVES YOU RIGHT, SINCE YOU DIDN'T GO TO SLEEP TILL FIVE IN THE MORNING!
LOOK UP "TIRED" IN WEBSTER'S KENNY.
OMELETTE EYES, FRAZZLED NERVES AND A PARTIAL LOBOTOMY.
LEAST YOU CAN EXPECT...
...AFTER SPENDING ALL NIGHT WATCHING OLD SPIDER-MAN TELEVISION APPEARANCES!
--FINE--I'LL START CLOSER TO HOME--
--DEAL WITH PEOPLE WHO'VE GOTTEN INVOLVED WITH SPIDEY...
WELL, AT LEAST I KNOW EVERYTHING THAT SPIDEY HAS DONE.
NOW IT'S TIME TO START FINDING OUT WHO HE'S DONE THEM TO.
TIGHT-BUTT EDITOR IN CHIEF JOE ROBERTSON REFUSES TO LET ME FLY TO PORTLAND TO DIG AT PARKER--
...AND THAT MEANS ROBBIE'S OWN ASSISTANT--BETTY BRANT!

IT'S AFTER NOON AS FALCONER FINALLY SLOWS THE CAR DOWN.
IS THIS IT?
BEEN ONE OF THE QUIETEST, MOST UNCOMFORTABLE MORNINGS OF MY LIFE.
G.A.R.I.D.
ONLY DIRT ACCESSWAY FOR THREE MILES.
WE KNOW CONTONI'S HOUSE IS PRETTY DEEP IN THE WOODS, SO...
...WE'LL BAJA IT AND FIND OUT.
WAS THAT, LIKE, SHIELD SECRET AGENT DETECTIVE TRAINING IN ACTION, OR WHAT?
DON'T TRY TO HUMOR ME, PARKINS.
WHY DO YOU KEEP CALLING ME THAT?
INSIDE JOKE.
AS OPPOSED TO US OUT HERE NOW?
TRANSLATE.
YOU AND ME IN THE WOODS--WE'RE AN OUTSIDE JOKE.
FUNNY.
KEEP AN EYE OUT FOR BEARS.
BEARS?
G.A.R.I.D.
THERE AREN'T BEARS OUT HERE...
...ARE THERE--?
HIS SILENCE IS SCARIER THAN THE TRUTH.
NOK NOK

IT'S A NICE HOUSE.
AFTER WHAT CONTONI WENT THROUGH--
--IT'S THE LEAST OF WHAT HE DESERVES.
GO AWAY
MR. CONTONI?
I'M HERE REPRE-SENTING THE GALAN-NAN--
I REMEMBER YOU
VOICE LIKE FROSTED FLAKES BEING STEPPED ON.
I KNOW WHY YOU'RE HERE.
YOU DO?
KILLER YOUR FAULT...
GARID
RIGHT?

I'M AFRAID THAT'S RIGHT, SIR.
WE NEED YOUR HELP IN FINDING HIM.
HE IS LIKE ME?
IN A WAY. CAN WE--
SLAM!
GO AWAY!
NEVER HELP GARID AGAIN!
GARID
SIR...I WAS UNDER THE IMPRESSION THAT THE GALANNAN RESEARCH CENTER *SAVED* YOUR LIFE TWO YEARS AGO.
THERE IS QUANTITY OF LIFE... AND QUALITY.
PLEASE GO AWAY.
BUT, MR. CONTONI, DON'T YOU WANT THIS MADMAN OFF THE STREETS?
I DON'T CARE ANYMORE...

OH, YOU'LL CARE AFTER I GET MY TRANQ GUN OUT OF THE CAR...
...AND KICK YOUR DOOR DOWN...
CALVIN-- WAIT!
WE CAN'T MAKE HIM DO ANYTHING HE DOESN'T WANT TO!
IF ANYONE HAS A RIGHT TO HIS PRIVACY--
--TO IGNORE WHAT IS GOING ON WITH THE WORLD OUTSIDE...
...IT'S HIM-- ISN'T IT?
WASTE OF A DAY.
BUT THE NIGHT WILL BE A LOT MORE INTERESTING.
PAUL CONTONI IS GOING TO GET A FRIENDLY NEIGHBORHOOD VISIT FROM SOMEONE WHO UNDERSTANDS WHAT HE'S GOING THROUGH...

MANHATTAN.
LUNCH WITH BETTY BRANT RUNS LONG. FINE BY ELLIS.
NOTHING HE LIKES MORE THAN A SOURCE WHO JUST SO HAPPENS TO BE A BABE...
SO YOUR BROTHER GOT IN OVER HIS HEAD, huh?
OH, IT WAS MORE LIKE BENNETT HAD BEEN DROPPED INTO THE OCEAN WITH AN ANCHOR AROUND HIS ANKLES!
THE BRANT FAMILY HAS ALWAYS BEEN GOOD AT SCREWING THEIR LIVES UP.
AND HIS DEATH WAS SPIDER-MAN'S FAULT?
NO--I THOUGHT THAT AT FIRST--BUT IT WASN'T.
IT WAS BENNETT'S OWN FAULT--AND DOCTOR OCTOPUS'S.
NOW DON'T TELL ME, PETER WAS THERE TO GET THE PICTURE, RIGHT?
NOT THAT TIME, I DON'T RECALL--BUT BACK THEN--
--IT SEEMED PETER WAS ALWAYS DOING RECKLESS THINGS.
LIKE WHAT?
ONCE--HE EVEN IMPERSONATED SPIDEY!
GEDDOUDDAHERE!

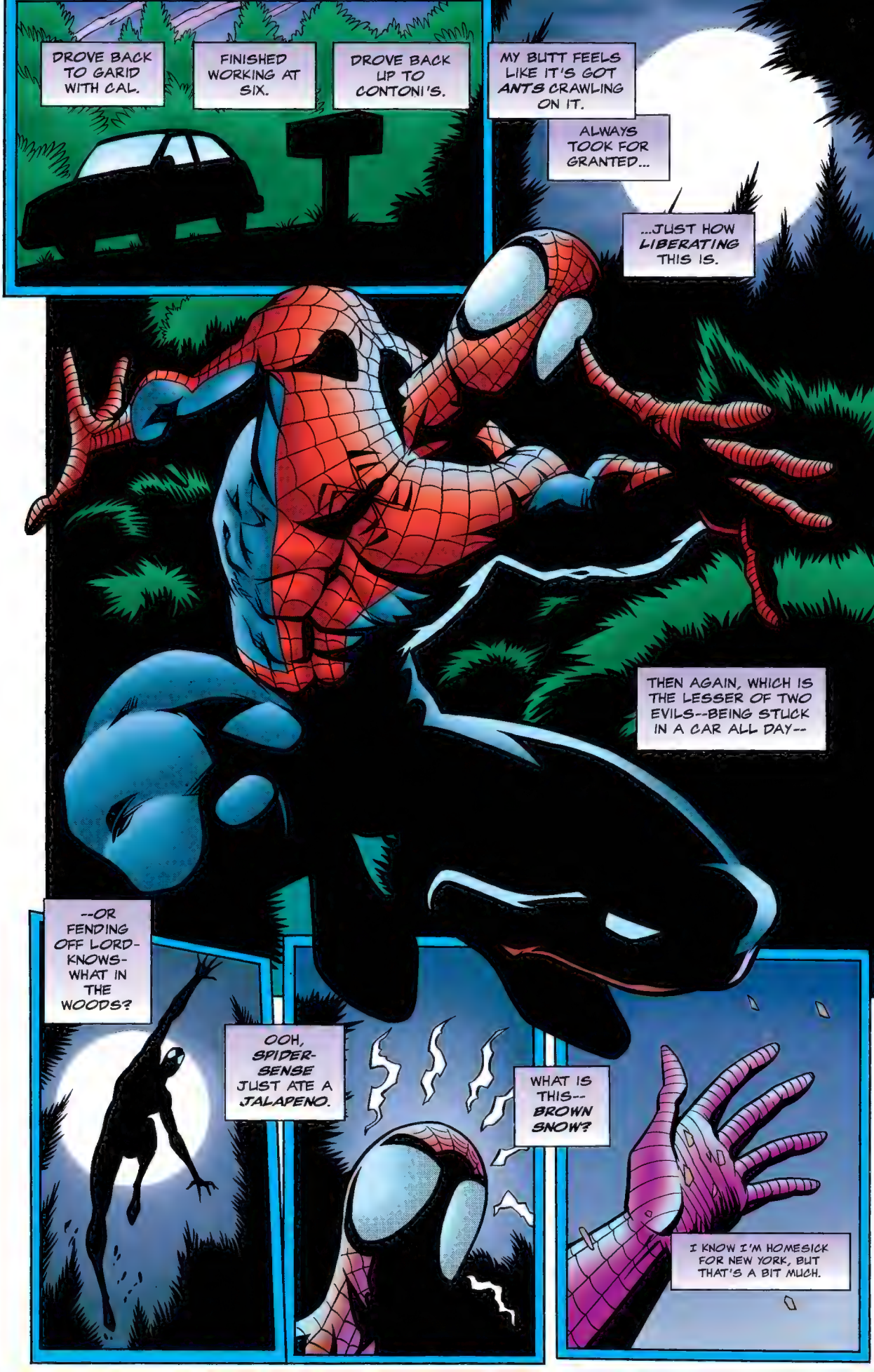
WHY WOULD SOMEONE AS NERDY AS PARKER TAKE A RISK LIKE THAT?
HE WAS TRYING TO SAVE ME FROM DOCTOR OCTOPUS.
HE HAD QUITE A CRUSH ON ME BACK THEN.
AND I... WAS VERY FOND OF HIM, TOO.
BUT IT'S MORE THAN THAT.
THE MONEY HE MADE FROM PHOTOGRAPHY WENT TO HELPING HIS AUNT MAY. SHE WAS ALWAYS SO FRAIL.
PETER CARRIED AROUND SUCH A-- BURDEN--OF RESPONSIBILITY.
HE'D LOST HIS PARENTS, HIS UNCLE BEN HAD BEEN MURDERED.
YEAH, THAT'S RIGHT. WHEN WAS THAT?
OH, RIGHT BEFORE I MET HIM.
YEAH, RIGHT, THINKS KENNY.
RIGHT ABOUT THE TIME SPIDER-MAN STOPPED MAKING APPEARANCES ON TELEVISION--
--AND STARTED HIS CAREER AS A DO-GOODER SUPER HERO.
AND PETER'S UNCLE GOT KILLED...hmmm, COINCIDENTALLY ENOUGH, RIGHT BETWEEN THOSE TWO EVENTS!
BURDEN OF RESPONSIBILITY, ALL RIGHT, KENNY SMILES. A LITTLE GUILT, TOO?
IT'S NOT STEW YET, HE KNOWS, BUT IT'S SMELLING BETTER AND BETTER...

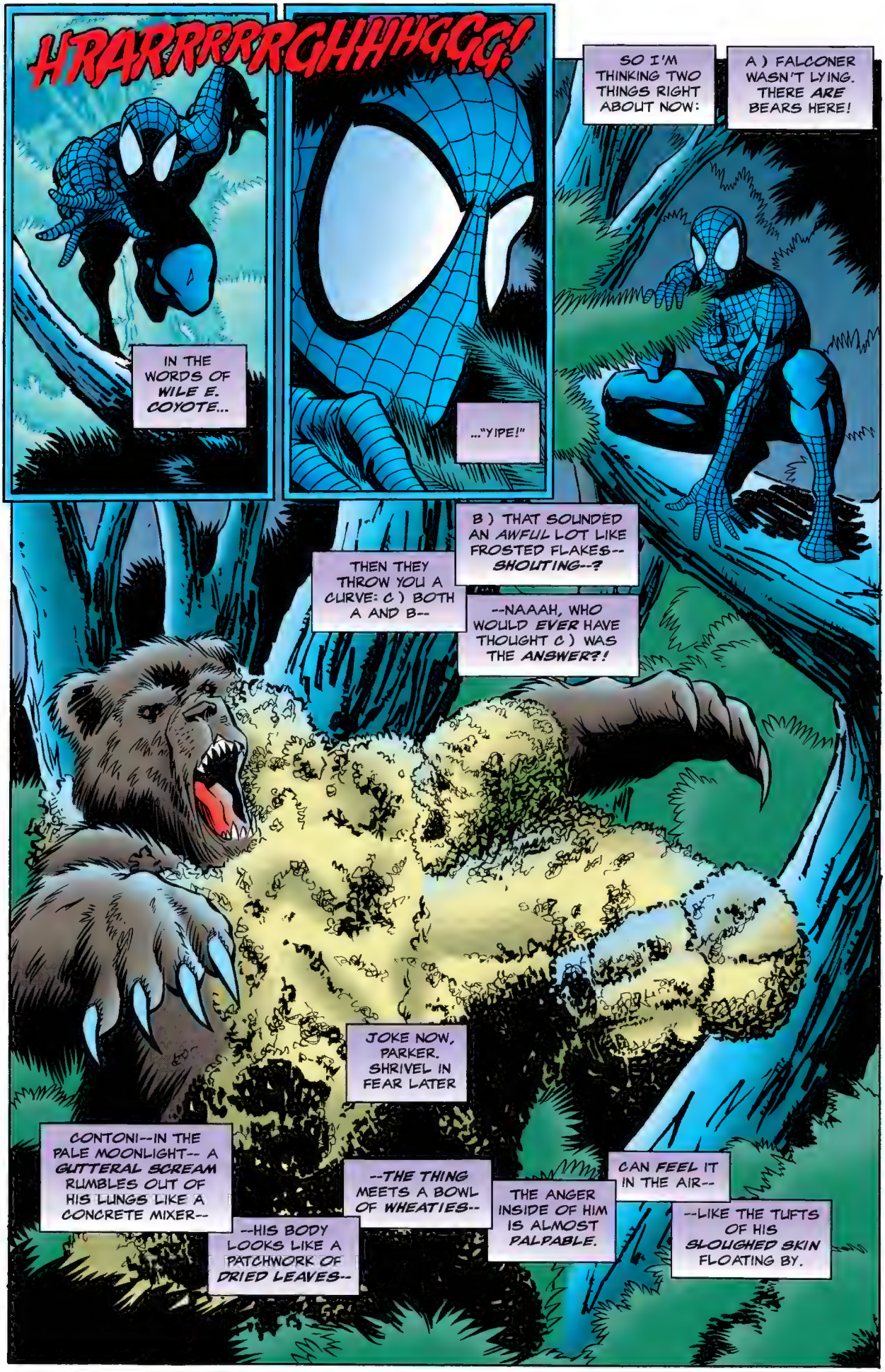
LATER. UPTOWN.
MARY JANE--LUV--A SMILE WOULD BE NICE.
PRETENDING YOU WANT TO BE HERE, YOU KNOW--
--DOING YOUR JOB--MODELING THE OH-SO-LOVELY RYAN LINE OF MATERNITY CLOTHES!
I'M SORRY, ROLFE.
I GUESS I'M JUST A BIT JET-LAGGED IS ALL.
LETS JUST CALL IT QUITS FOR THE DAY THEN, OKAY?
THANKS.
I'LL BE FINE...
...ONCE PETER CALLS!

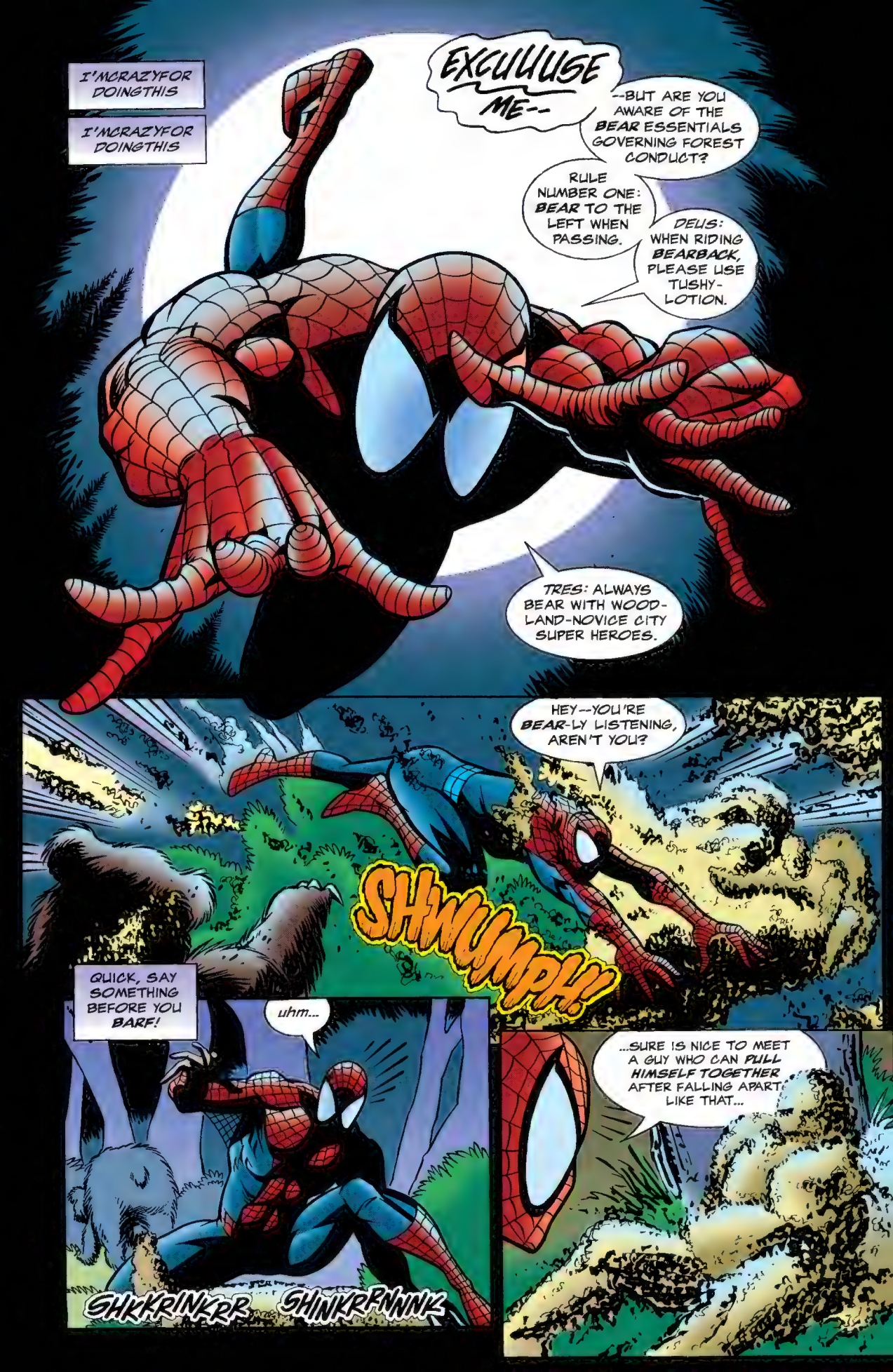
COME ONNNNN...
HE'S NOT AT HIS WORK STATION.
TRY HIM AT HOME AGAIN JUST IN CASE...
BRING BRING BRING BRING
HI, PETER AND MJ ARE HAVING TOO MUCH FUN RIGHT NOW. YOU KNOW WHAT TO DO.
BEEP
KLIK BUUUUUUU
WHAT DO I SAY TO A MACHINE?
HOW DO I TELL HIM HOW MAD I AM--HOW HURT--
--THAT HE HASN'T TRIED CALLING ME SINCE I LEFT?
MJ, DAHLING, DO TRY TO SLEEP TONIGHT!
I'LL CATCH A WINK BETWEEN PARTIES, ROLFE.

DAILY BUGLE. CIRCULATION. PLEASE HOLD.
BUGLE
HOW MANY WINGS DID HE HAVE, MA'AM?
ALIENS IN YOUR MICROWAVE? PLEASE HOLD.
THANKS FOR LUNCH, KEN.
MY PLEASURE, BETTS.
THINK ROBBIE HAS A MINUTE?
YOU KNOW WHAT HE'S GOING TO SAY...
SORRY, KEN, BUT I WON'T SPRING FOR A FLIGHT OUT TO PORTLAND JUST SO YOU CAN HARASS A FORMER EMPLOYEE.
NOT HARASS, ROBBIE, QUESTION.
...REMEMBER?
THAT'S WHAT REPORTERS ARE SUPPOSED TO DO...
YOU STILL HAVE BACKGROUND INFORMATION TO PROVIDE ON THE HAVERSHAW MURDER.
I NEED MORE THAN ONE SOURCE IN THE POLICE DEPARTMENT.
YOU WANT A FRONT PAGE ON THAT STORY, THEN YOU HAVE TO GIVE ME WHAT I NEED.
YOU READY TO DO THAT?

THAT'S WHAT I THOUGHT.
YOUR EYES ARE BIGGER THAN YOUR STOMACH, KEN.
JOE ROBERTSON
THAT'S BECAUSE I'M HUNGRIER THAN EVERYONE HERE PUT--
--TOGETHER--?
MARY JANE--?!
MR. ELLIS.
WHAT ARE YOU DOING HERE?
NO, NO--I MEAN IN NEW YORK?
SEEING SOME FRIENDS.
MJ--?
EXCUSE ME.
SHOOR.
ROBBIE! HOW'VE YOU BEEN?
USUAL. IN FOR A MODELING SHOOT?
YUP.
SIT. TALK...
YUP...FUNNY, I HAD LUNCH, BUT I'M STAAAAR-VING...

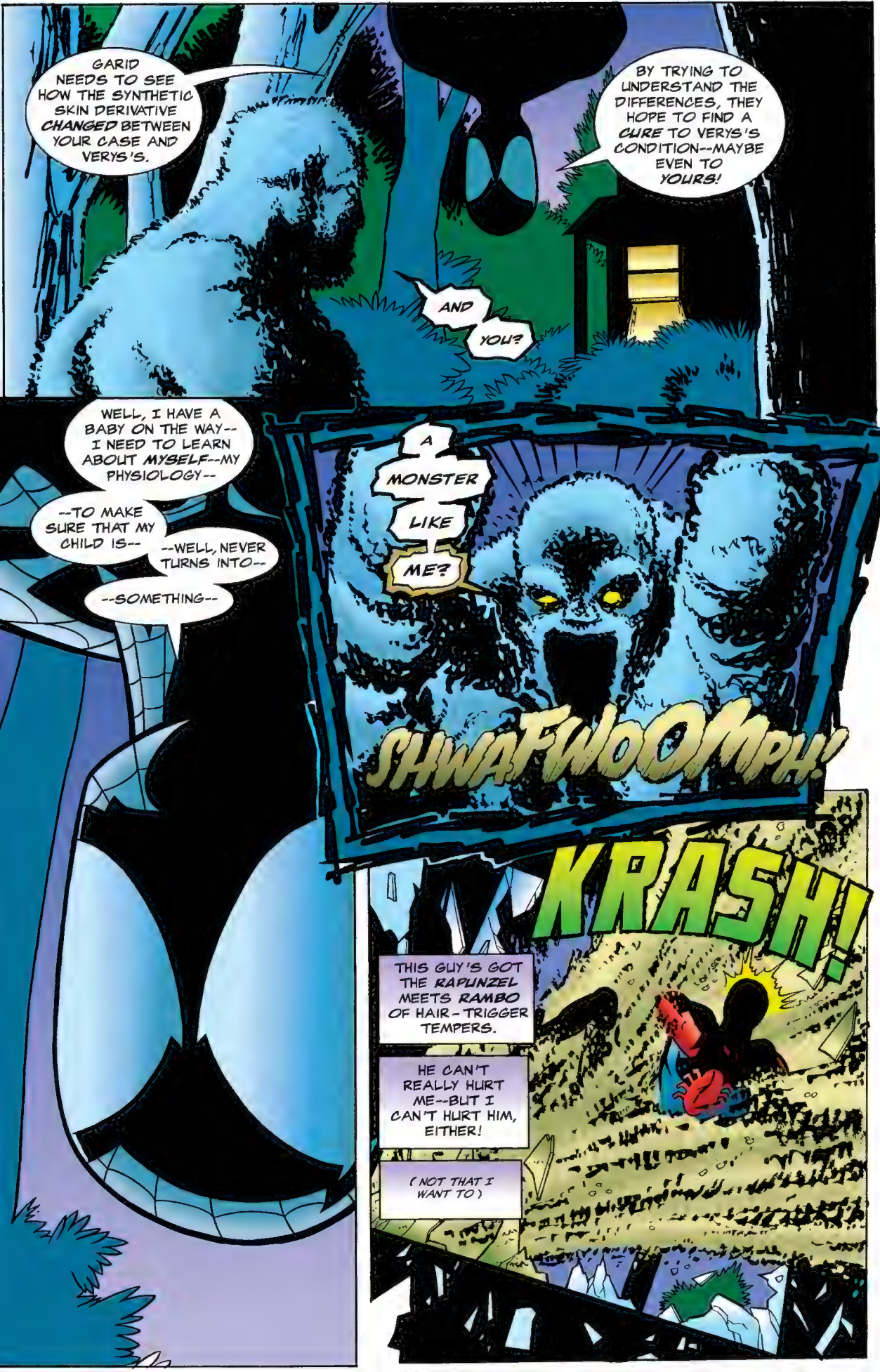

DROVE BACK TO GARID WITH CAL.
FINISHED WORKING AT SIX.
DROVE BACK UP TO CONTONI'S.
MY BUTT FEELS LIKE IT'S GOT *ANTS* CRAWLING ON IT.
ALWAYS TOOK FOR GRANTED...
...JUST HOW *LIBERATING* THIS IS.
THEN AGAIN, WHICH IS THE LESSER OF TWO EVILS--BEING STUCK IN A CAR ALL DAY--
--OR FENDING OFF LORD-KNOWS-WHAT IN THE WOODS?
OOH, *SPIDER-SENSE* JUST ATE A *JALAPENO.*
WHAT IS THIS-- *BROWN SNOW?*
I KNOW I'M HOMESICK FOR NEW YORK, BUT THAT'S A BIT MUCH.

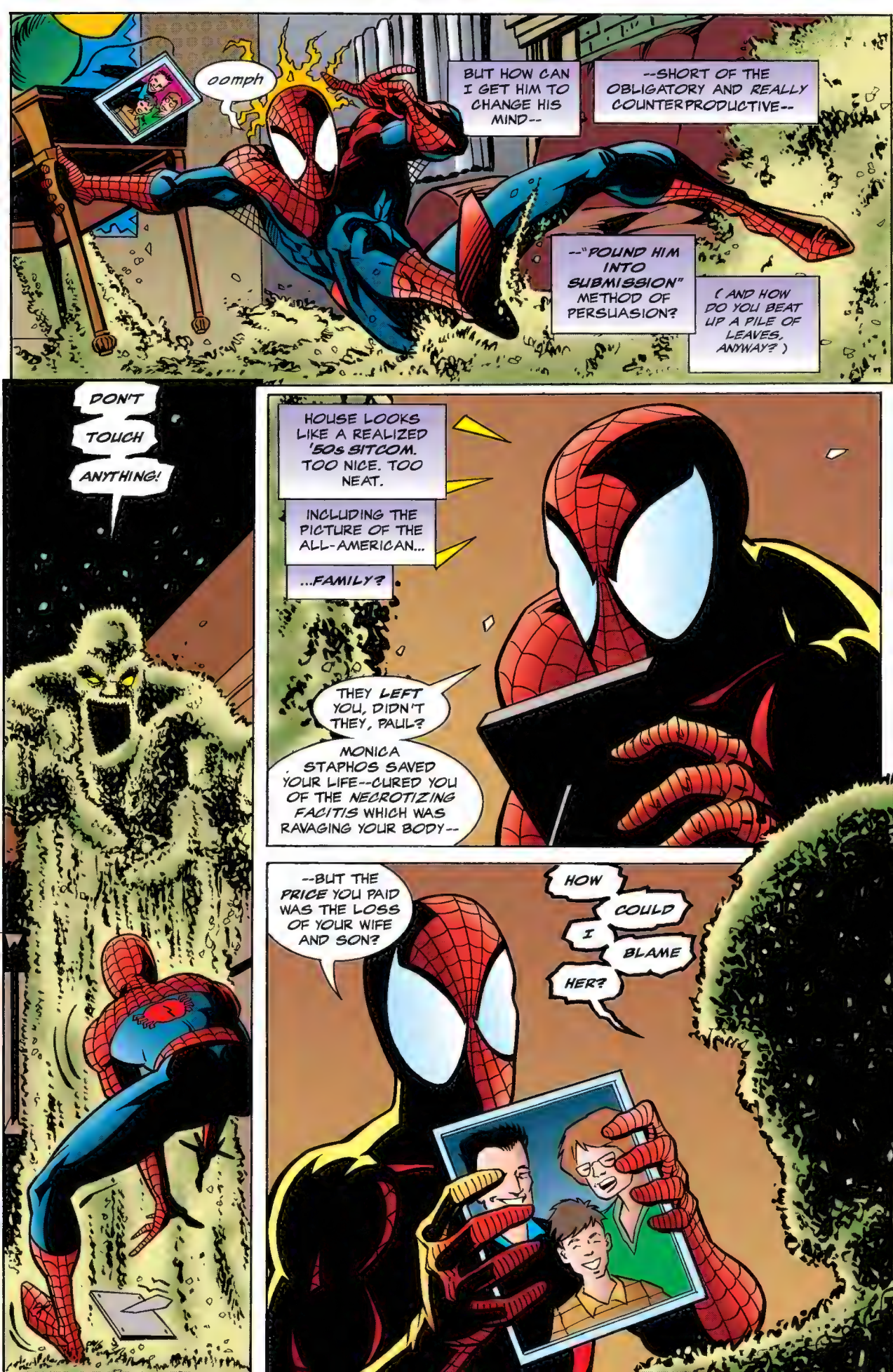

HRARRRRRGHHHGGG!
IN THE WORDS OF WILE E. COYOTE...
..."YIPE!"
SO I'M THINKING TWO THINGS RIGHT ABOUT NOW:
A) FALCONER WASN'T LYING. THERE ARE BEARS HERE!
B) THAT SOUNDED AN AWFUL LOT LIKE FROSTED FLAKES-- SHOUTING--?
THEN THEY THROW YOU A CURVE: C) BOTH A AND B--
--NAAAH, WHO WOULD EVER HAVE THOUGHT C) WAS THE ANSWER?!
JOKE NOW, PARKER. SHRIVEL IN FEAR LATER
CONTONI--IN THE PALE MOONLIGHT-- A GUTTERAL SCREAM RUMBLES OUT OF HIS LUNGS LIKE A CONCRETE MIXER--
--HIS BODY LOOKS LIKE A PATCHWORK OF DRIED LEAVES--
--THE THING MEETS A BOWL OF WHEATIES--
THE ANGER INSIDE OF HIM IS ALMOST PALPABLE.
CAN FEEL IT IN THE AIR--
--LIKE THE TUFTS OF HIS SLOUGHED SKIN FLOATING BY.


I'MCRAZYFOR DOINGTHIS
I'MCRAZYFOR DOINGTHIS
EXCUUUSE ME--
--BUT ARE YOU AWARE OF THE BEAR ESSENTIALS GOVERNING FOREST CONDUCT?
RULE NUMBER ONE: BEAR TO THE LEFT WHEN PASSING.
DEUS: WHEN RIDING BEARBACK, PLEASE USE TUSHY-LOTION.
TRES: ALWAYS BEAR WITH WOOD-LAND-NOVICE CITY SUPER HEROES.
HEY--YOU'RE BEAR-LY LISTENING, AREN'T YOU?
SHWUMPH!
QUICK, SAY SOMETHING BEFORE YOU BARF!
uhm...
SHKRINKRR
SHINKRRNNK
...SURE IS NICE TO MEET A GUY WHO CAN PULL HIMSELF TOGETHER AFTER FALLING APART LIKE THAT...

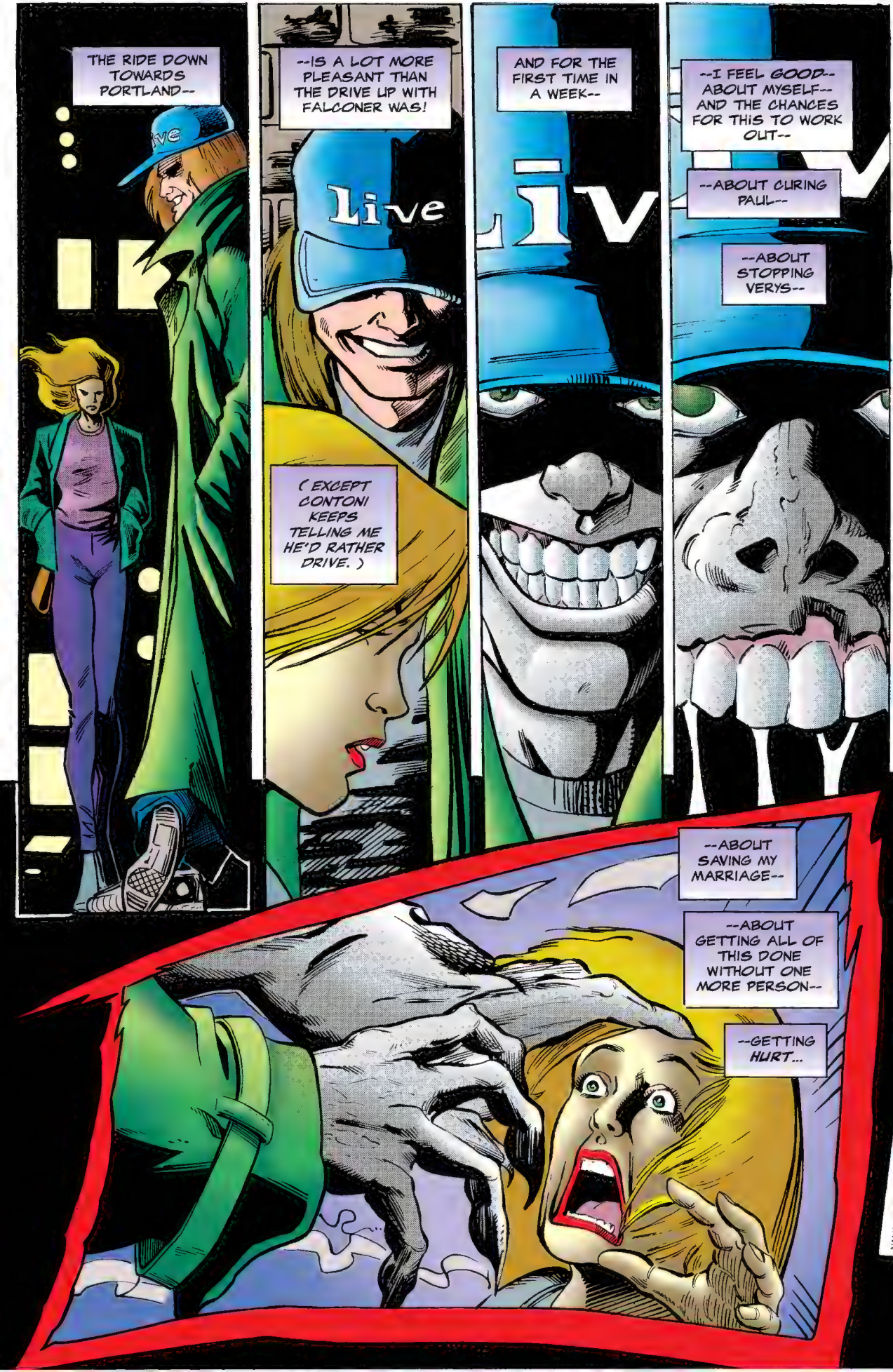
YOU ARE SPIDER-MAN--!?
WHAT DO YOU WANT?
uhm...A RED BICYCLE FOR CHRISTMAS?
TO SEE J. JONAH JAMESON GET AN UNMENTIONABLE RASH?
TO FIND SOMEONE WILLING TO CHANGE DIAPERS FOR NO PAY?
SER-IOUSLY--I'VE GOT-TEN MY-SELF INVOLVED IN THIS MESS WITH GARID AND TENDRIL.
I SAW THE NEWS REPORTS.
NOT MY FINEST HOUR BY ANY MEANS--WHICH IS WHY I'M HERE TO ASK YOU FOR YOUR--
NO!
SHRUMPH!
LISTEN--I UNDERSTAND HOW ANGRY YOU ARE--
--HOW YOU WOULDN'T WANT TO HELP GARID AFTER WHAT THEY DID TO YOU--
--BUT PEOPLE LIKE *US*--WE DON'T HAVE MUCH CHOICE *BUT* TO GET INVOLVED!
LIKE US?

WE ARE NOT THE SAME!
WE'VE BOTH BEEN CHANGED BY CIRCUMSTANCES BEYOND OUR CONTROL!
GRANTED POWERS--ABILITIES--AND WE DO HAVE A CHOICE AS TO HOW TO USE THEM!
YOU CHOOSE TO HIDE IN ISOLATION AND BROOD--
--I CHOOSE TO TRY AND MAKE A SMALL DIFFERENCE IN THE WORLD!
MAYBE YOU'RE RIGHT, CONTONI--MAYBE WE'RE NOT THE SAME AFTER ALL!
UNDER YOUR MASK--YOU ARE LIKE ME?
no.... I'M...I--STILL LOOK--HUMAN--
--BUT MY INSIDES HAVE CHANGED--IN A WAY SIMILAR TO THE KILLER, VERYS--
--WHO, IN TURN, IS SIMILAR TO YOU ON THE OUTSIDE.
SOME FAMILY TREE.
YEAH, NO KIDDING.


GARID NEEDS TO SEE HOW THE SYNTHETIC SKIN DERIVATIVE CHANGED BETWEEN YOUR CASE AND VERYS'S.
BY TRYING TO UNDERSTAND THE DIFFERENCES, THEY HOPE TO FIND A CURE TO VERYS'S CONDITION--MAYBE EVEN TO YOURS!
AND YOU?
WELL, I HAVE A BABY ON THE WAY-- I NEED TO LEARN ABOUT MYSELF--MY PHYSIOLOGY--
--TO MAKE SURE THAT MY CHILD IS--
--WELL, NEVER TURNS INTO--
--SOMETHING--
A MONSTER LIKE ME?
SHWAFWOOMPH!
KRASH!
THIS GUY'S GOT THE RAPUNZEL MEETS RAMBO OF HAIR-TRIGGER TEMPERS.
HE CAN'T REALLY HURT ME--BUT I CAN'T HURT HIM, EITHER!
(NOT THAT I WANT TO)

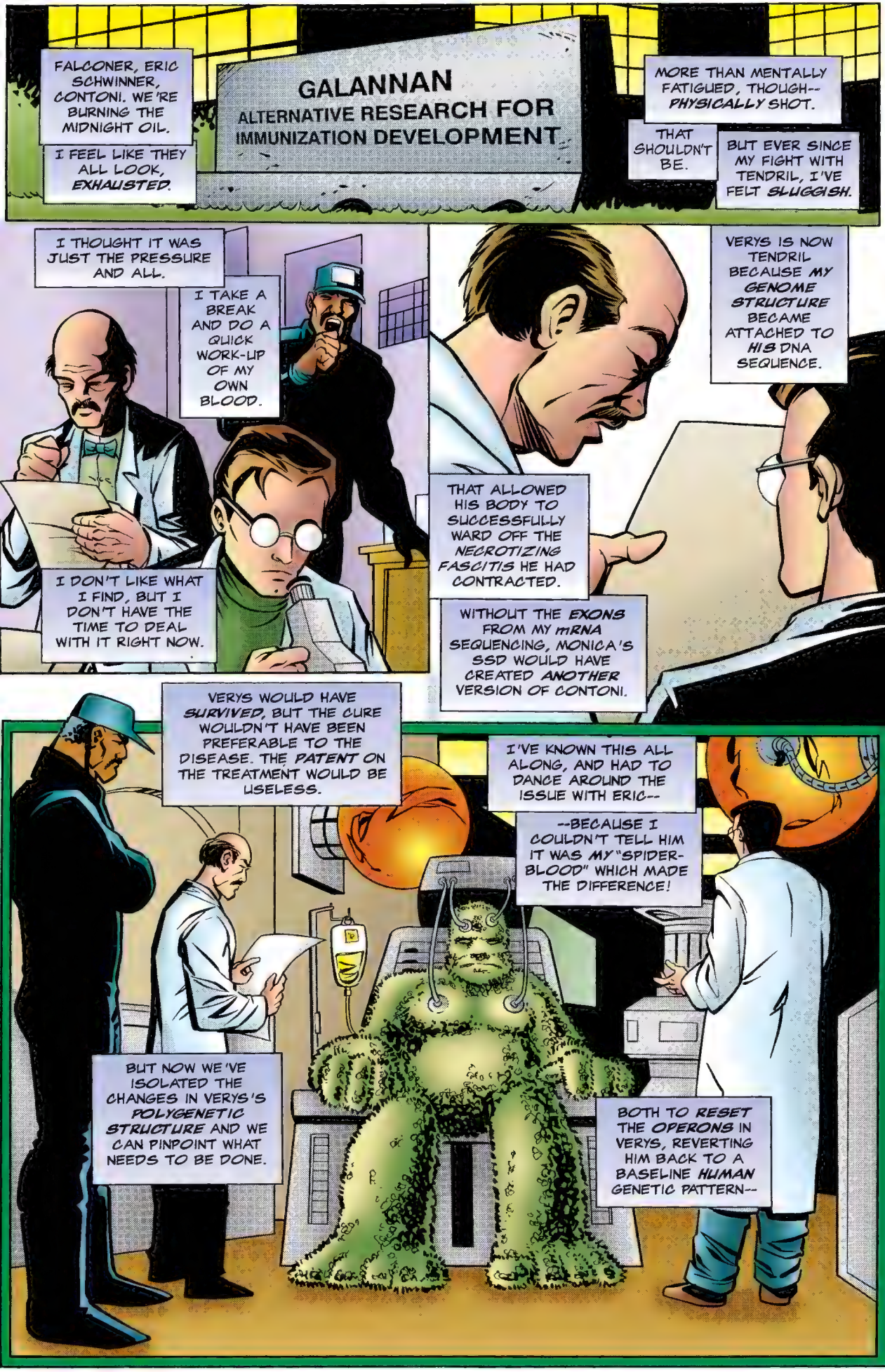

oomph
BUT HOW CAN I GET HIM TO CHANGE HIS MIND--
--SHORT OF THE OBLIGATORY AND REALLY COUNTERPRODUCTIVE--
--"POUND HIM INTO SUBMISSION" METHOD OF PERSUASION?
(AND HOW DO YOU BEAT UP A PILE OF LEAVES, ANYWAY?)
DON'T TOUCH ANYTHING!
HOUSE LOOKS LIKE A REALIZED '50s SITCOM. TOO NICE. TOO NEAT.
INCLUDING THE PICTURE OF THE ALL-AMERICAN...
...FAMILY?
THEY LEFT YOU, DIDN'T THEY, PAUL?
MONICA STAPHOS SAVED YOUR LIFE--CURED YOU OF THE NECROTIZING FACITIS WHICH WAS RAVAGING YOUR BODY--
--BUT THE PRICE YOU PAID WAS THE LOSS OF YOUR WIFE AND SON?
HOW COULD I BLAME HER?

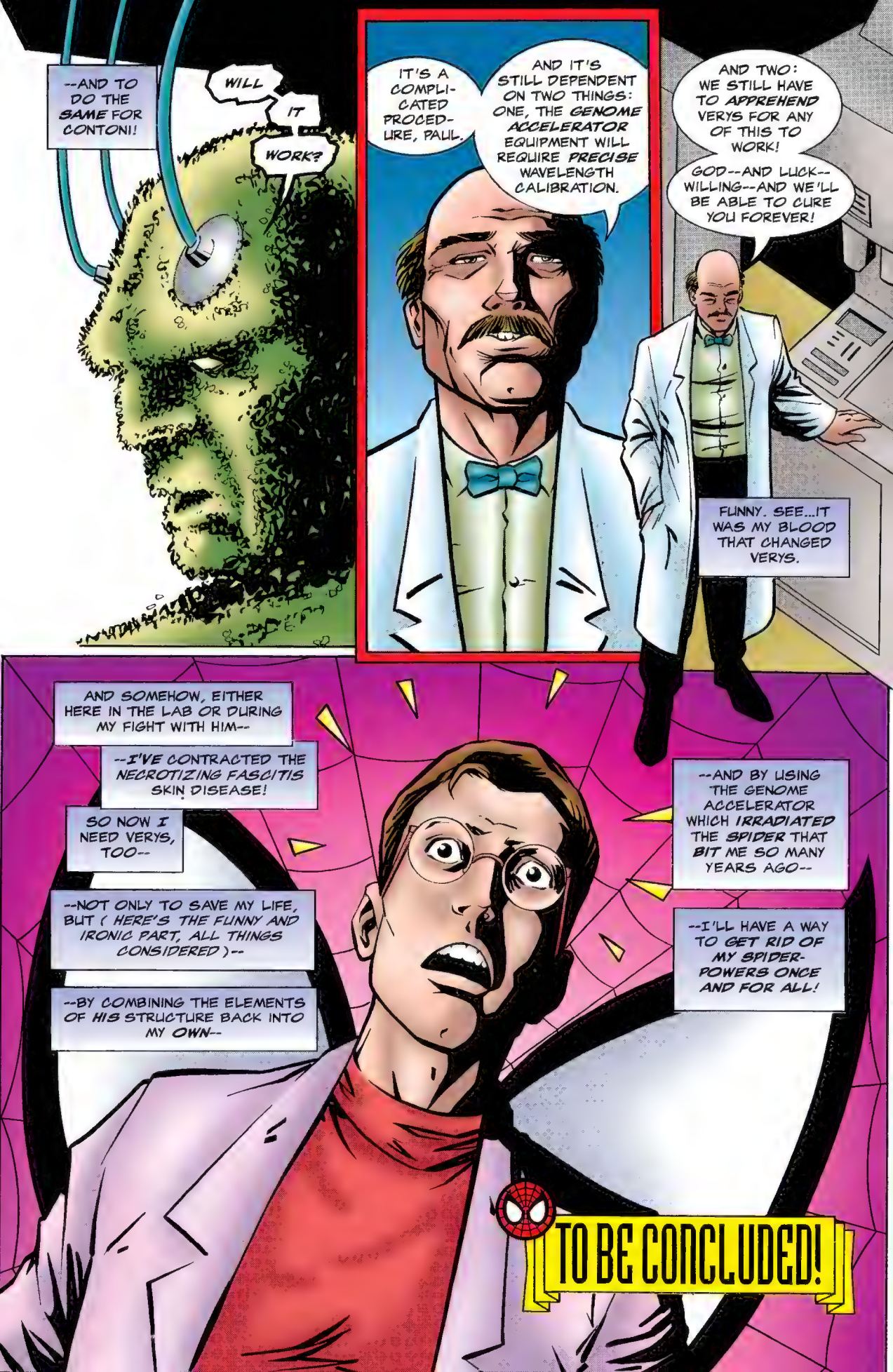
WHAT IF YOU COULD GET THEM BACK, PAUL?
WHAT IF-- BY HELPING US STOP VERYS--YOU MIGHT BE HELPING TO FIND A CURE TO YOUR CONDITION?
NO GUARANTEES-- BUT AREN'T THEY WORTH TAKING THE RISK FOR?
RISK OF HURT.
OF PAIN.
THE RISK OF FINDING HAPPINESS AGAIN!
TAKING THE CHANCE TO BE A PART OF THE LIVING...
...TO REGAIN YOUR FAMILY!
SHERYL.
MICHAEL.
I TELL HIM PETER PARKER WILL PICK HIM UP WITHIN THE HOUR.


THE RIDE DOWN TOWARDS PORTLAND--
--IS A LOT MORE PLEASANT THAN THE DRIVE UP WITH FALCONER WAS!
(EXCEPT CONTONI KEEPS TELLING ME HE'D RATHER DRIVE.)
AND FOR THE FIRST TIME IN A WEEK--
--I FEEL GOOD-- ABOUT MYSELF-- AND THE CHANCES FOR THIS TO WORK OUT--
--ABOUT CURING PAUL--
--ABOUT STOPPING VERYS--
--ABOUT SAVING MY MARRIAGE--
--ABOUT GETTING ALL OF THIS DONE WITHOUT ONE MORE PERSON--
--GETTING HURT...

QUEENS...
THANKS FOR COMING BY--
--BEN.
IT'S GREAT TO SEE YOU AGAIN, MJ.
EVEN UNDER THE CIRCUM-STANCES AND ALL.
I CAN'T HELP BUT FEEL RESPONSIBLE FOR THE PROBLEMS YOU AND PETER ARE HAVING.
AN ENDEARING AND INFURIATING TRAIT YOU GUYS SHARE.
REGULAR FOR YOU, DECAF FOR ME.
WHAT TRAIT?
THAT WHOLE "GREAT POWER/GREAT RESPONSIBILITY" THING.
OH--I THOUGHT FOR A MINUTE THERE, PETE HAD DYED HIS HAIR BLOND, TOO!
A MODEL IS USED TO SEEING PEOPLE CHANGE THEIR HAIR COLOR ALL THE TIME, BUT I HAVE TO ADMIT--YOUR NEW LOOK TOOK ME BY SURPRISE.
GOOD SURPRISE OR BAD?
SORT OF AN "I NEVER PICTURED YOU WITH THAT JAMES DEAN BY WAY OF SAVED BY THE BELL LOOK" KIND OF SURPRISE.
I STILL DON'T KNOW HOW TO TAKE THAT.
YOU'RE NOT SUPPOSED TO.

WELL, I HAD TO MAKE MY-SELF LOOK DIFFERENT THAN PETER, SO I FIGURED--uhm...
...WELL...WHY NOT?!
I'M JUST BUSTING YOU, BEN.
ANYTHING TO AVOID TALKING ABOUT THE PROBLEMS I'M HAVING.
BING BONG!
AS IF ON CUE.
IT'S ALMOST MIDNIGHT.
WHO COULD IT BE? WHO EVEN KNOWS I'M STAYING--
--HERE--?
SORRY TO BOTHER YOU SO LATE, MJ--
--BUT I JUST THOUGHT YOU'D LIKE TO SNEAK A PEAK--
--AT TOMORROW'S FRONT PAGE!
FINAL
DAILY BUGLE
50¢
THE NEWSPAPER REVEILLE™
SPIDER-MAN IDENTITY REVEALED!


FALCONER, ERIC SCHWINNER, CONTONI. WE'RE BURNING THE MIDNIGHT OIL.
I FEEL LIKE THEY ALL LOOK, EXHAUSTED.
GALANNAN
ALTERNATIVE RESEARCH FOR IMMUNIZATION DEVELOPMENT
MORE THAN MENTALLY FATIGUED, THOUGH-- PHYSICALLY SHOT.
THAT SHOULDN'T BE.
BUT EVER SINCE MY FIGHT WITH TENDRIL, I'VE FELT SLUGGISH.
I THOUGHT IT WAS JUST THE PRESSURE AND ALL.
I TAKE A BREAK AND DO A QUICK WORK-UP OF MY OWN BLOOD.
I DON'T LIKE WHAT I FIND, BUT I DON'T HAVE THE TIME TO DEAL WITH IT RIGHT NOW.
VERYS IS NOW TENDRIL BECAUSE MY GENOME STRUCTURE BECAME ATTACHED TO HIS DNA SEQUENCE.
THAT ALLOWED HIS BODY TO SUCCESSFULLY WARD OFF THE NECROTIZING FASCITIS HE HAD CONTRACTED.
WITHOUT THE EXONS FROM MY mRNA SEQUENCING, MONICA'S SSD WOULD HAVE CREATED ANOTHER VERSION OF CONTONI.
VERYS WOULD HAVE SURVIVED, BUT THE CURE WOULDN'T HAVE BEEN PREFERABLE TO THE DISEASE. THE PATENT ON THE TREATMENT WOULD BE USELESS.
I'VE KNOWN THIS ALL ALONG, AND HAD TO DANCE AROUND THE ISSUE WITH ERIC--
--BECAUSE I COULDN'T TELL HIM IT WAS MY "SPIDER-BLOOD" WHICH MADE THE DIFFERENCE!
BUT NOW WE'VE ISOLATED THE CHANGES IN VERYS'S POLYGENETIC STRUCTURE AND WE CAN PINPOINT WHAT NEEDS TO BE DONE.
BOTH TO RESET THE OPERONS IN VERYS, REVERTING HIM BACK TO A BASELINE HUMAN GENETIC PATTERN--


--AND TO DO THE SAME FOR CONTONI!
WILL IT WORK?
IT'S A COMPLI-CATED PROCED-URE, PAUL.
AND IT'S STILL DEPENDENT ON TWO THINGS: ONE, THE GENOME ACCELERATOR EQUIPMENT WILL REQUIRE PRECISE WAVELENGTH CALIBRATION.
AND TWO: WE STILL HAVE TO APPREHEND VERYS FOR ANY OF THIS TO WORK!
GOD--AND LUCK--WILLING--AND WE'LL BE ABLE TO CURE YOU FOREVER!
FUNNY. SEE...IT WAS MY BLOOD THAT CHANGED VERYS.
AND SOMEHOW, EITHER HERE IN THE LAB OR DURING MY FIGHT WITH HIM--
--I'VE CONTRACTED THE NECROTIZING FASCITIS SKIN DISEASE!
SO NOW I NEED VERYS, TOO--
--NOT ONLY TO SAVE MY LIFE, BUT (HERE'S THE FUNNY AND IRONIC PART, ALL THINGS CONSIDERED)--
--BY COMBINING THE ELEMENTS OF HIS STRUCTURE BACK INTO MY OWN--
--AND BY USING THE GENOME ACCELERATOR WHICH IRRADIATED THE SPIDER THAT BIT ME SO MANY YEARS AGO--
--I'LL HAVE A WAY TO GET RID OF MY SPIDER-POWERS ONCE AND FOR ALL!
TO BE CONCLUDED!

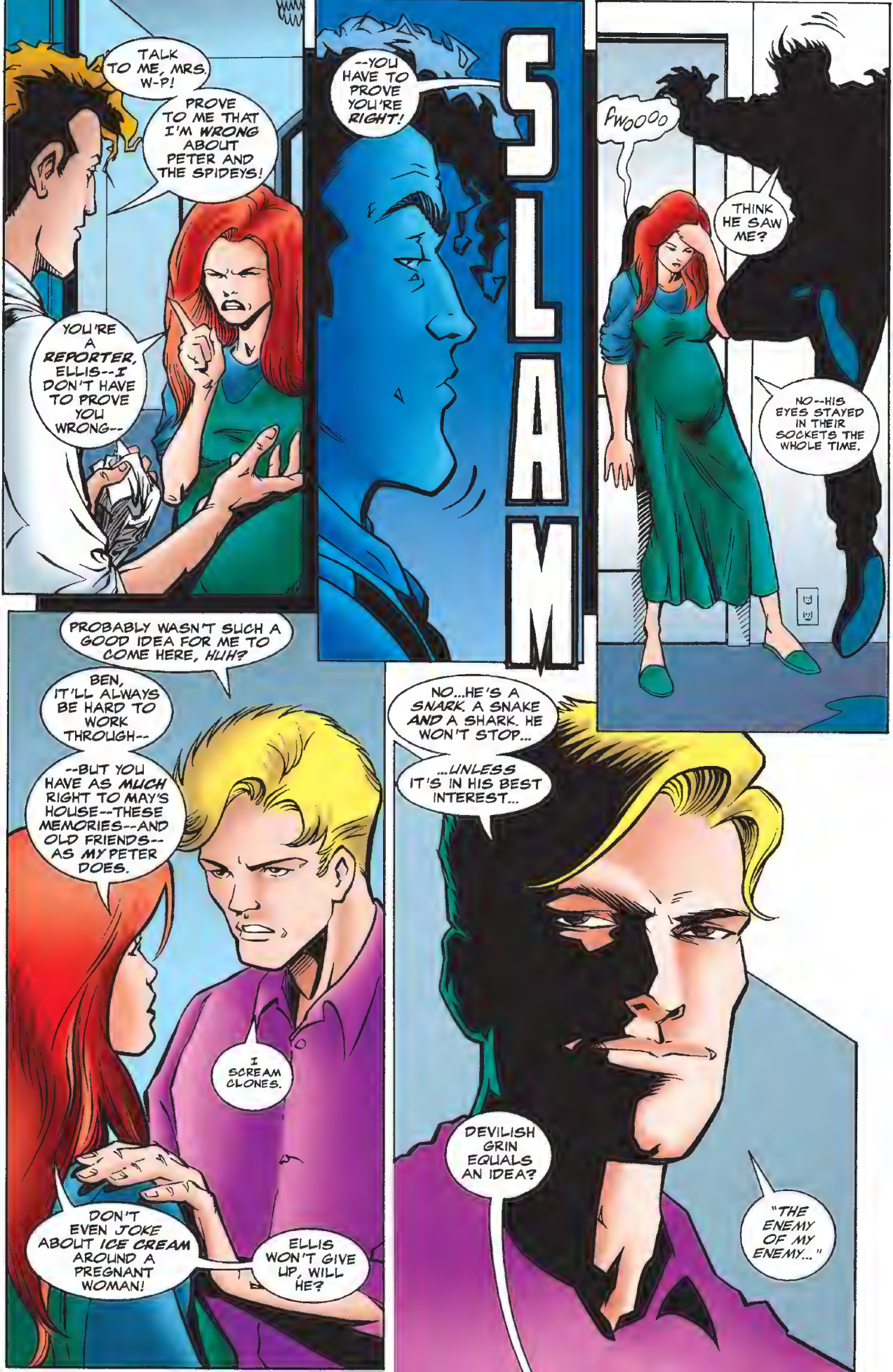
The monstrous creature now called *Tendril* continues his killing spree in Portland, Oregon, forcing the retired *Peter Parker* to once again don the familiar red-and-blue costume of the amazing *Spider-Man!*

As he grows more obsessed about bringing Tendril to justice, Peter's pregnant wife, *Mary Jane Watson*, leaves town! Has the spectre of the wall-crawler cost him his marriage? Meanwhile, *Ken Ellis*, ever-resourceful reporter for the *Daily Bugle*, continues an investigation that can only lead to the discovery that Peter Parker is Spider-Man! And Peter himself learns that sometimes the best weapon to use against a monster... is *another* monster!

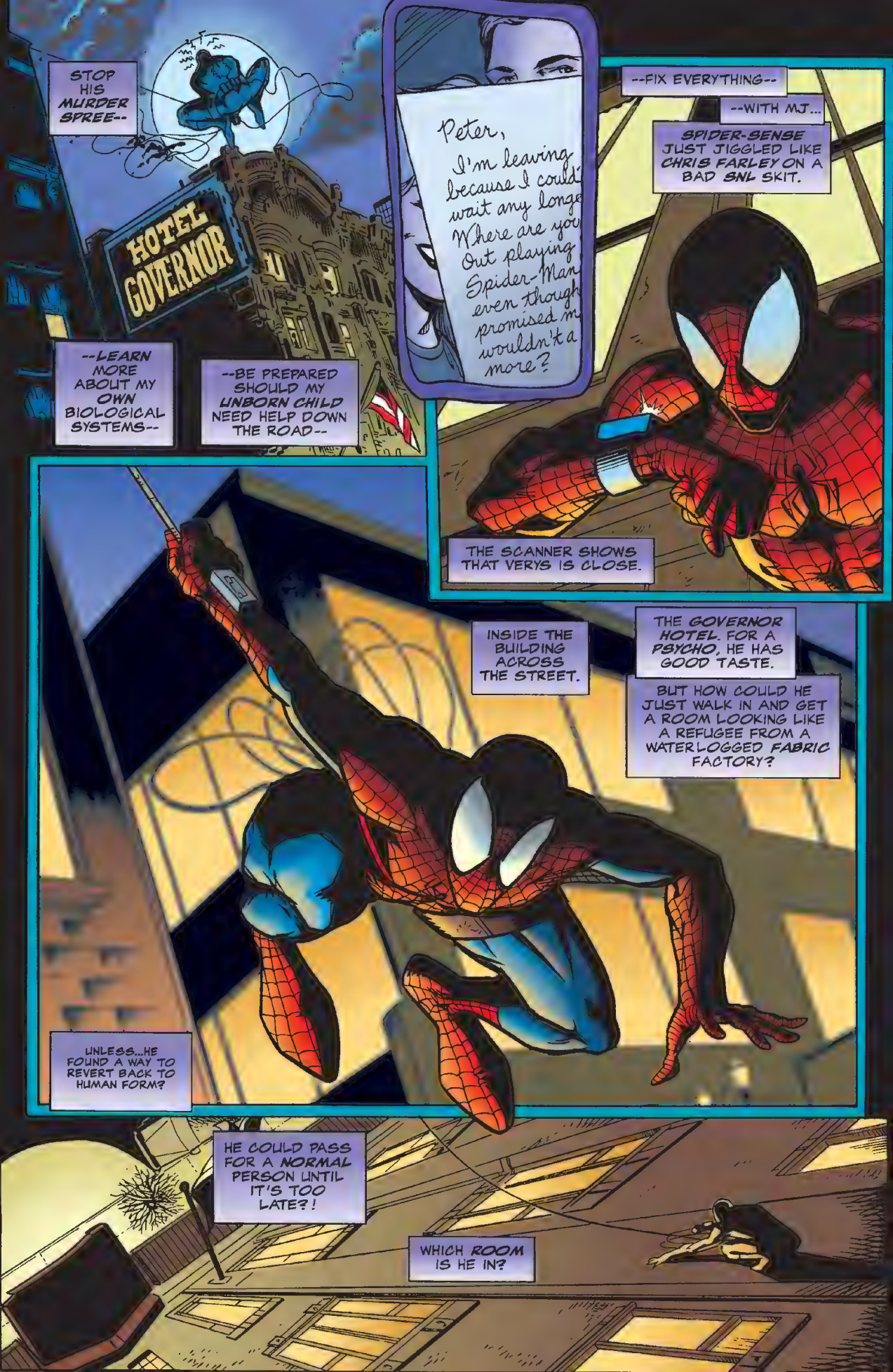
This is Spider-Man's final adventure...
and he's going out with a *bang!*

The Presentation STAN LEE dreads making! Is this it? Will this be the FINAL ADVENTURE of PETER PARKER as
SPIDER-MAN
TO END THE BEGIN
brought to you by:
FABIAN NICIEZA
writer
DARICK ROBERTSON
penciler
JEFF ALBRECHT, GREG ADAMS & CHRIS IVY
inkers
BILL OAKLEY / N.J.O.
letter
GREG WRIGHT
color art
MALIBU
color separations
GLENN GREENBERG
front end
TOM BREVOORT
back end
BOB BUDIANSKY
loose end
BOB HARRAS
top end
DAILY BUGLE
R-MAN IDENTITY
EVEALED!
IS THIS SUPPOSED TO SCARE ME, MR. ELLIS?

KEN ELLIS, REPORTER FOR THE DAILY BUGLE, SMILES.
WHAT GETS HIS BONES UP MORE, HE WONDERS?
THE FACT THAT MARY JANE WATSON-PARKER IS SEXY AS ALL GET-OUT WHEN SHE'S ANGRY?
OR THAT PREGNANT WOMEN ALWAYS LOOK GOOD TO HIM?
OR THAT HE CAN SENSE HE'S CLOSING IN FOR THE KILL?
MY HUSBAND WORKED IN NEWSPAPERS LONG ENOUGH--
--FOR ME TO BE ABLE TO TELL THE DIFFERENCE BETWEEN A REAL FRONT PAGE PRESS PROOF--
--AND A LAME HOME-COMPUTER MOCK-UP!
OR THAT SHE FIGURED OUT HIS CHEAP ATTEMPT TO SCARE HER INTO TALKING?
CAN'T BLAME A GUY FOR TRYING, MJ.
YES, I CAN, ELLIS!
YOU'VE HOUNDED PETER AND ME FOR DAYS NOW-- WHY?
'CAUSE I NEED YOU TWO FOR MY STORY, THAT'S WHY!
THERE'S A CONNECTION BETWEEN SPIDER-MAN, THE SCARLET SPIDER, THE GUY IN THE NEW SPIDER-COSTUME AND YOUR HUSBAND!
"DON'T LOOK UP," BOTH MJ AND HER CEILING-CLINGING GUEST SILENTLY MUTTER TO THEMSELVES.
IF ELLIS WERE TO SEE BEN REILLY...

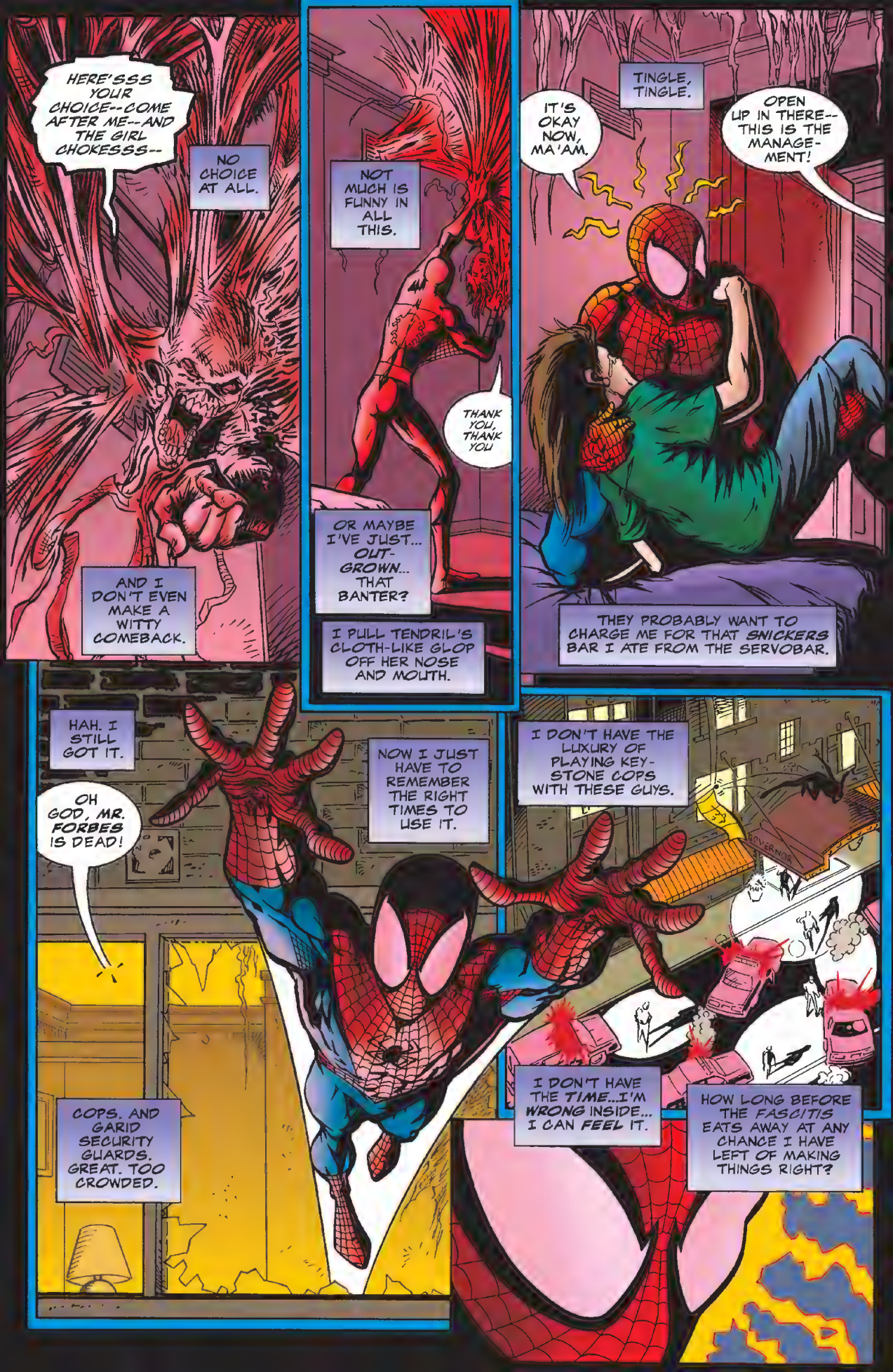

TALK TO ME, MRS. W-P!
PROVE TO ME THAT I'M WRONG ABOUT PETER AND THE SPIDEYS!
YOU'RE A REPORTER, ELLIS--I DON'T HAVE TO PROVE YOU WRONG--
--YOU HAVE TO PROVE YOU'RE RIGHT!
SLAM
FWOOOO
THINK HE SAW ME?
NO--HIS EYES STAYED IN THEIR SOCKETS THE WHOLE TIME.
PROBABLY WASN'T SUCH A GOOD IDEA FOR ME TO COME HERE, HUH?
BEN, IT'LL ALWAYS BE HARD TO WORK THROUGH--
--BUT YOU HAVE AS MUCH RIGHT TO MAY'S HOUSE--THESE MEMORIES--AND OLD FRIENDS--AS MY PETER DOES.
I SCREAM CLONES.
DON'T EVEN JOKE ABOUT ICE CREAM AROUND A PREGNANT WOMAN!
ELLIS WON'T GIVE UP, WILL HE?
NO...HE'S A SNARK. A SNAKE AND A SHARK. HE WON'T STOP...
...UNLESS IT'S IN HIS BEST INTEREST...
DEVILISH GRIN EQUALS AN IDEA?
"THE ENEMY OF MY ENEMY..."

"...IS MY FRIEND." HOW IRONIC.
MY ENEMY IS A DISEASE WHICH IS EATING AWAY AT THE VERY THING THAT MAKES PETER PARKER WHO HE IS--SPIDER-MAN.
AND I'M SCOURING PORTLAND, SEARCHING FOR A MADMAN ON THE LOOSE.
A SUPERHUMAN KILLER I'M INDIRECTLY RESPONSIBLE FOR CREATING.
RIVER VERYS--TENDRIL--WHO GAVE ME THE NECROTIZING FASCITIS WHICH IS CHEWING AWAY AT MY GENETIC STRUCTURE.
THE MAN HOLDING THE KEY TO SAVING MY LIFE--
--AND POSSIBLY ELIMINATING MY SPIDER-POWERS AT THE SAME TIME!
WE STUDIED THE FIRST RECIPIENT OF THE SYNTHETIC SKIN DERIVATIVE THAT CHANGED VERYS--
--AND FOUND A WAY TO TRACK HIS ENERGY SIGNATURE.
I RIGGED A SCANNER AND LEFT THE PEOPLE AT GARID--THE SCIENCE LAB WHERE I WORK, AND WHERE VERYS WAS A PATIENT.
I HAVE TO FIND TENDRIL BEFORE THEY DO.


STOP HIS MURDER SPREE--
HOTEL GOVERNOR
--LEARN MORE ABOUT MY OWN BIOLOGICAL SYSTEMS--
--BE PREPARED SHOULD MY UNBORN CHILD NEED HELP DOWN THE ROAD--
Peter,
I'm leaving because I could wait any longe
Where are you
Out playing
Spider-Man
even though
promised m
wouldn't a
more?
--FIX EVERYTHING--
--WITH MJ...
SPIDER-SENSE JUST JIGGLED LIKE CHRIS FARLEY ON A BAD SNL SKIT.
THE SCANNER SHOWS THAT VERYS IS CLOSE.
INSIDE THE BUILDING ACROSS THE STREET.
THE GOVERNOR HOTEL. FOR A PSYCHO, HE HAS GOOD TASTE.
BUT HOW COULD HE JUST WALK IN AND GET A ROOM LOOKING LIKE A REFUGEE FROM A WATERLOGGED FABRIC FACTORY?
UNLESS...HE FOUND A WAY TO REVERT BACK TO HUMAN FORM?
HE COULD PASS FOR A NORMAL PERSON UNTIL IT'S TOO LATE?!
WHICH ROOM IS HE IN?

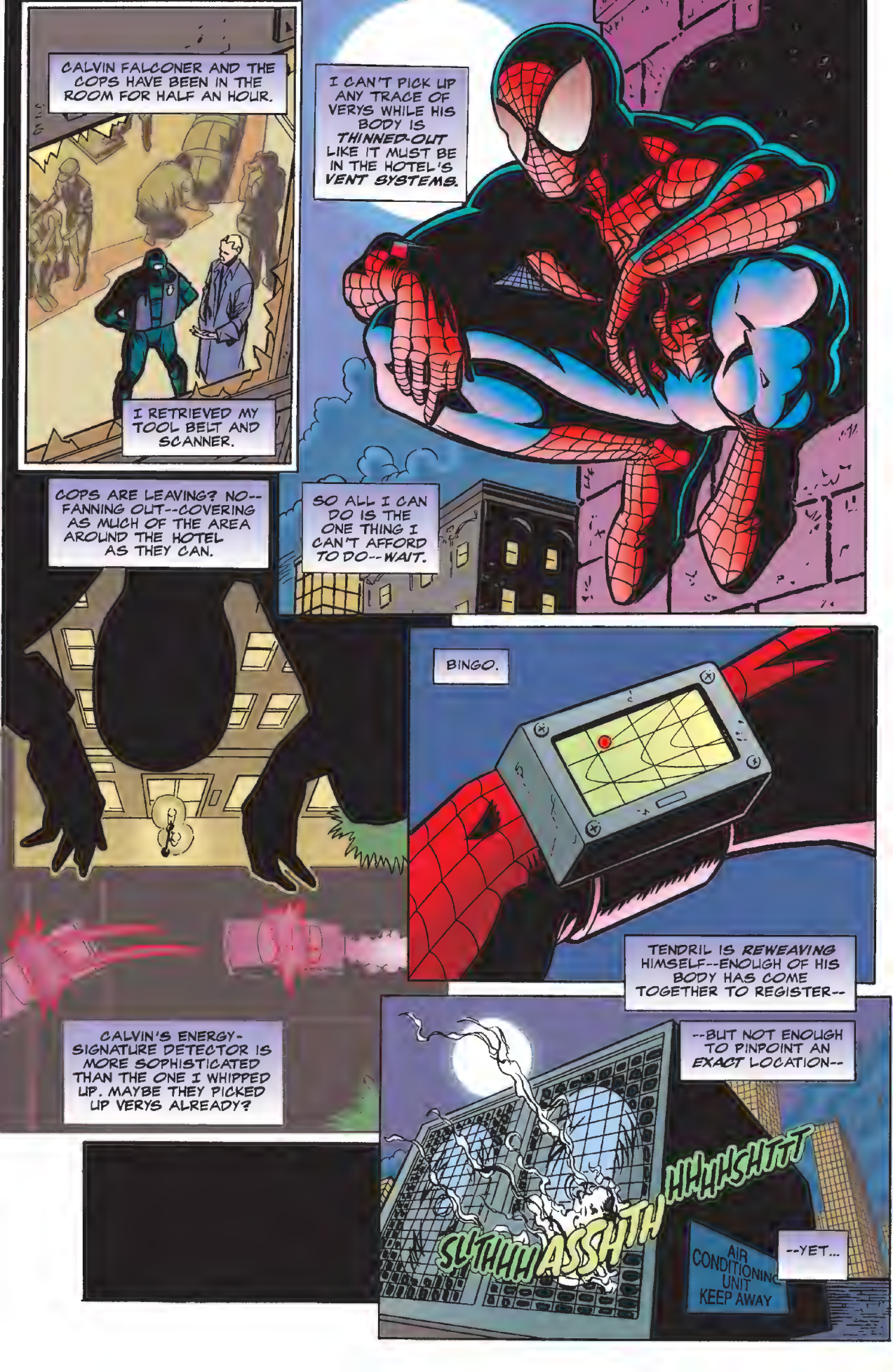
...HAS COMPLETE CONTROL--
DON'T SCREAM.
JUST RELAX AND ACCEPT...
...THAT SOMEONE ELSE...
AH, FINALLY AWAKE.
MY NAME IS RIVER. GO WITH THE FLOW.
RIDE THE RAGING RAPIDS OF MY ANGER.
HATRED LIKE A CURRENT--
--OF BLOOD... COURSING THROUGH YOUR VEINS...
...WAITING TO SPLASH OUT...
WH-WHO ARE Y-YOU--?
I'M THE DIRT UNDER YOUR FINGERNAILS.
I'M THE SCAB YOU PICK AT AGAIN AND AGAIN.
I'M THE STINK YOU TASTE WHEN YOU'RE SICK.
--OVER YOUR LIFE AND DEATH!

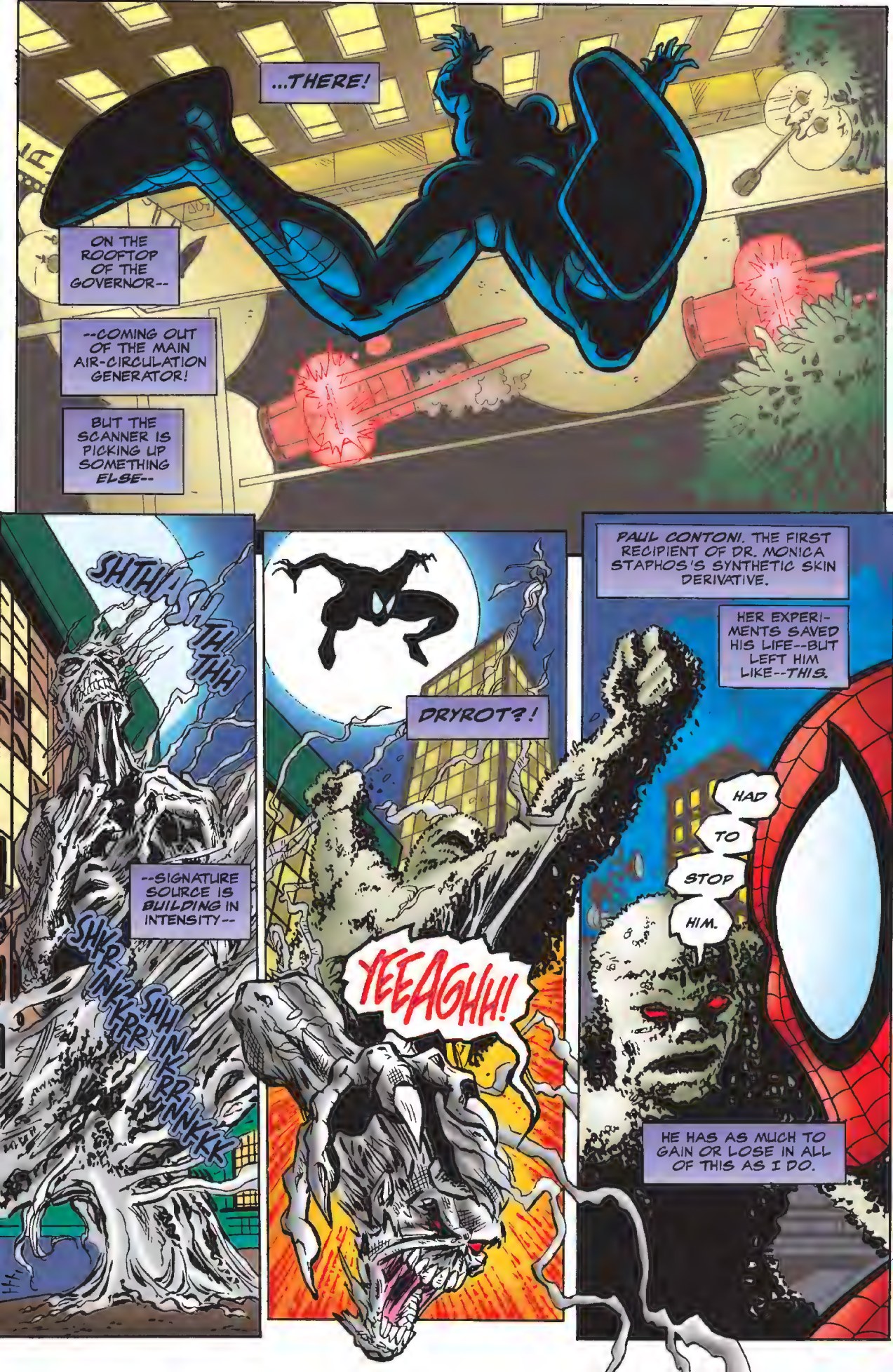
Y-YOU'RE--CR-CRAZY--!
OR I JUST HAVE A DIFFERENT DEFINITION OF THE WORD SANITY?
ARE YOU--G-GROWING--ARMS--?
YEAH...THEY DON'T DO MUCH, BUT THEY LOOK GREAT!
SLITHTHPPTHITH
NOW THEN...FEEL FREE TO SUFFOCATE.
SEE, THAT'S WHAT POWER HAS GIVEN ME--FREEDOM OF CHOICE--
--OVER THE LIVES OF OTHERS--
--FROM THE RESPONSI-BILITIES OTHERS PUT ON ME--
--IT'S REALLY PRETTY COOL, IF YOU MUST KNOW.
VERYS--!
CRASSH!
IT'S OVER!
HAVE TO MOVE FAST--
--THAT'S WHY I DITCHED THE TOOL BELT I'D BEEN USING ON THE ROOF--
--GIVE ME A LITTLE MORE MOBILITY--
--'CAUSE I'LL NEED EVERYTHING I CAN GET--
--AGAINST A GUY WHO CAN BASICALLY UNRAVEL HIMSELF EVERYTIME I TRY TO GRAB HIM!
SSSSSLITHERRRIIIPPPPTHUPP
PPPP
SSSLITHHHARRIIIPPPPPPP


HERE'SSS YOUR CHOICE--COME AFTER ME--AND THE GIRL CHOKESSS--
NO CHOICE AT ALL.
AND I DON'T EVEN MAKE A WITTY COMEBACK.
NOT MUCH IS FUNNY IN ALL THIS.
THANK YOU, THANK YOU
OR MAYBE I'VE JUST... OUT-GROWN... THAT BANTER?
I PULL TENDRIL'S CLOTH-LIKE GLOP OFF HER NOSE AND MOUTH.
TINGLE, TINGLE.
IT'S OKAY NOW, MA'AM.
OPEN UP IN THERE--THIS IS THE MANAGE-MENT!
THEY PROBABLY WANT TO CHARGE ME FOR THAT SNICKERS BAR I ATE FROM THE SERVOBAR.
HAH. I STILL GOT IT.
OH GOD, MR. FORBES IS DEAD!
NOW I JUST HAVE TO REMEMBER THE RIGHT TIMES TO USE IT.
COPS. AND GARID SECURITY GUARDS. GREAT. TOO CROWDED.
I DON'T HAVE THE LUXURY OF PLAYING KEY-STONE COPS WITH THESE GUYS.
GOVERNOR
I DON'T HAVE THE TIME...I'M WRONG INSIDE... I CAN FEEL IT.
HOW LONG BEFORE THE FASCITIS EATS AWAY AT ANY CHANCE I HAVE LEFT OF MAKING THINGS RIGHT?

MANHATTAN. TWO A.M.
DAILY BUGLE
THE PRESSES RUN ALL NIGHT LONG TO GET THE MORNING EDITION OUT.
THE INK IS LIKE LIFE'S BLOOD TO THE PEOPLE WHO LIVE AND BREATHE NEWSPAPERS.
CHINKLUN CHINKLUN CHINKLUN
PEOPLE LIKE MANAGING EDITOR, JOE ROBERTSON.
WORDS AREN'T SPOKEN INSIDE THE PRESS ROOM. IT'S TOO LOUD.
DAILY BUGLE
MAYOR'S WIFE O
TAXPAYER BING
WORDS AREN'T NEEDED. WHEN IT'S RIGHT, YOU FEEL IT.
THE MAYOR'S WIFE CAUGHT IN PARIS SPENDING TAXPAYERS' DOLLARS.
IT'S RIGHT.
ROBBIE--?
hmm--?
MJ?
WHAT ARE YOU DOING HERE?
WHAT?

THIS WAY. IT'S LESS NOISY UP HERE.
HOW CAN YOU STAND IT?
STAND WHAT?
NEVER MIND.
CHINKLUN CHINKLUN
THAT'S BETTER. I TAKE IT ELLIS HAS BEEN BOTHERING YOU?
HE WON'T LET UP, ROBBIE--
--HE CAME TO MAY PARKER'S HOUSE AT MIDNIGHT AND TRIED TO AMBUSH ME INTO TALKING!
I ASKED HIM TO BACK OFF, THEN I TOLD HIM TO!
I KNOW--BUT HE'S NOT GOING TO. HE SMELLS A STORY.
ROBBIE--AFTER EVERYTHING WE'VE BEEN THROUGH--THE PREGNANCY, THE TRIAL, THE SCARLET SPIDER--THE MOVE--
--I'M TIRED-- I DON'T KNOW IF PETER AND I HAVE ENOUGH FIGHT LEFT IN US TO STOP ELLIS...
...FROM RUINING OUR LIVES.
UNDER-STAND WHAT I'M SAYING?
I HATE KILLING A STORY, MJ. SECOND WORST THING I COULD THINK OF DOING.


CALVIN FALCONER AND THE COPS HAVE BEEN IN THE ROOM FOR HALF AN HOUR.
I RETRIEVED MY TOOL BELT AND SCANNER.
I CAN'T PICK UP ANY TRACE OF VERYS WHILE HIS BODY IS THINNED-OUT LIKE IT MUST BE IN THE HOTEL'S VENT SYSTEMS.
SO ALL I CAN DO IS THE ONE THING I CAN'T AFFORD TO DO--WAIT.
COPS ARE LEAVING? NO--FANNING OUT--COVERING AS MUCH OF THE AREA AROUND THE HOTEL AS THEY CAN.
BINGO.
TENDRIL IS REWEAVING HIMSELF--ENOUGH OF HIS BODY HAS COME TOGETHER TO REGISTER--
--BUT NOT ENOUGH TO PINPOINT AN EXACT LOCATION--
CALVIN'S ENERGY-SIGNATURE DETECTOR IS MORE SOPHISTICATED THAN THE ONE I WHIPPED UP. MAYBE THEY PICKED UP VERYS ALREADY?
SUTHHHASSHTH
HHHHSHTTT
AIR CONDITIONING UNIT KEEP AWAY
--YET...

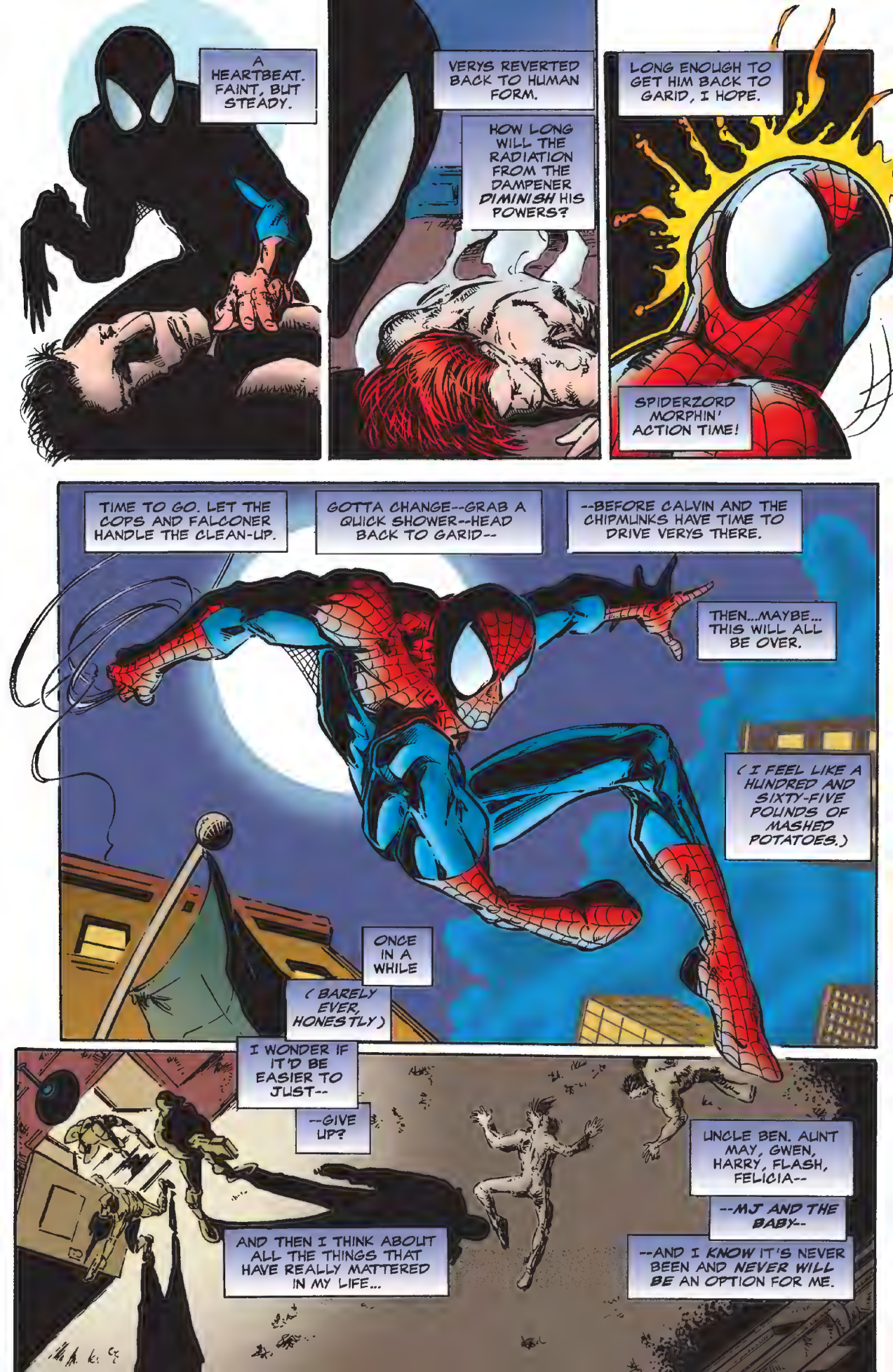

...THERE!
ON THE ROOFTOP OF THE GOVERNOR--
--COMING OUT OF THE MAIN AIR-CIRCULATION GENERATOR!
BUT THE SCANNER IS PICKING UP SOMETHING ELSE--
SHTHASHTHTHH
--SIGNATURE SOURCE IS BUILDING IN INTENSITY--
SHKRINKRR
SHHINKRRNNKK
DRYROT?!
YEEAGHH!
PAUL CONTONI. THE FIRST RECIPIENT OF DR. MONICA STAPHOS'S SYNTHETIC SKIN DERIVATIVE.
HER EXPERIMENTS SAVED HIS LIFE--BUT LEFT HIM LIKE--THIS.
HAD TO STOP HIM.
HE HAS AS MUCH TO GAIN OR LOSE IN ALL OF THIS AS I DO.

PAUL--I KNOW HOW IMPORTANT APPREHENDING VERYS IS TO YOU--
--BUT YOU DON'T HAVE EXPERIENCE AT THIS KIND OF THING.
YOU DIDN'T STOP VERYS-- JUST TORE HIM APART SO HE COULD ESCAPE AGAIN...
ZZZ CHAK
INTO THE GENERATOR?
FWASHA THA THOOOM!
I'D SAY THAT'S A PRETTY SAFE BET.
THE WIND FROM THE EXPOSED FANS BLEW CONTONI APART LIKE SO MANY DRIED LEAVES.
--TENDRIL CAN STICK BETTER!
I DON'T HAVE THE PATIENCE FOR THISSS KIND OF THING.
SSSEE, I'M SO HAPPY PLAYING GAMES WITH OTHER PEOPLE'S LIVES--
--THAT I CAN'T AFFORD TO HAVE YOU WASSSTING MY VALUBLE TIME.
AS FOR ME--
--LUCKY I CAN STICK REEEAL GOOD TO THINGS!
UNLUCKY FOR ME--
OH, IF THIS RUBBER-WALL CANDIDATE ONLY KNEW!

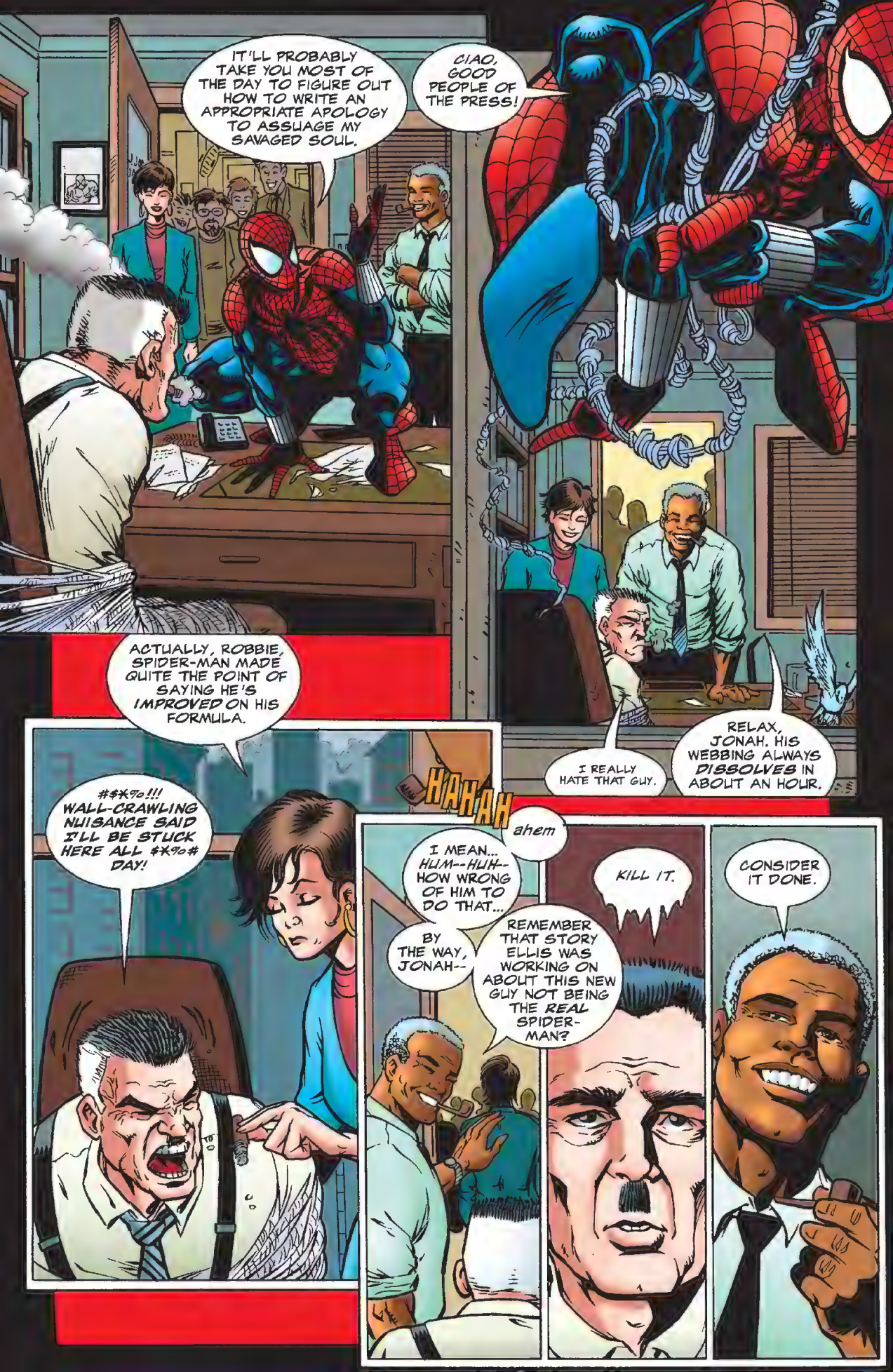
MOVING TOO SLOW.
SO, WHERE WAS I?
MUSCLES CRAMPING.
OH, THAT'S RIGHT--TALKING ABOUT POWER--HOW TO USE IT--
HIS MOUTH--HIS VOICE, LIKE BACON SIZZLING--THROWING ME OFF--
--AND HOW TO ABUSE IT!
SFTHWIP!
FUNNY, THE NONSTOP BANTER WAS ALWAYS MY SECRET WEAPON.
I GOTTA TELL YOU, BUD--KNOWING I CAN KILL ANYONE I REALLY WANT TO IS A TOTAL RUSH!
I MEAN, WHERE WERE THESE POWERS WHEN I WAS IN HIGH SCHOOL?
WHERE THEY BELONGED.
INSIDE OF SOMEONE WHO COULD CONTROL THEM.
ME.
YOUR ONLY REAL POWER, VERYS, IS THAT BREATH OF YOURS--
WHEW!
STICKS AND STONES CAN'T BREAK MY BONES--SO WHAT'RE WORDS GONNA DO?
DISTRACT YOU.
POINK!

GAMBLED AND WON. THE EYES ARE THE MOST "NORMAL" PART OF HIM.
MY BREATH IS RAGGED. THIS SUCKS.
TAKES WHAT LITTLE TIME I JUST BOUGHT MYSELF--
SHKRRNNKRRR
--TO PREP THE GENOME DAMPENER WE DESIGNED AT GARID--
THREE STOOGES FINGER-POKE. GOOD ONE, SPIDEY.
MY FAVORITE IS WHEN MOE TOOK A RAG CLOTH AND--
SHUT UP!
HEY--NOW WE'RE DOIN' THE PATTY DUKE SHOW? BUT THEY'RE COUSINS...
JUST ANOTHER SECOND--
THIS IS NOT A GAME YOU ANIMAL!
SHRRRIPPP!
TEARING EACH OTHER APART--SO MUCH ANGER INSIDE OF THEM--
--AT THE RAW HAND LIFE DEALT THEM.
WHY DON'T I HAVE AN ANIMAL INSIDE OF ME LIKE THEY DO?
I DO. I'VE JUST ALWAYS BEEN TOO SMART
(AFRAID)
TO LET IT OUT.

THIS DEVICE IS A MODIFIED VERSION OF THE ISOTOPIC GENOME ACCELERATOR AT GARID--
--THE VERY EQUIPMENT WHICH IRRADIATED THE SPIDER THAT TURNED ME INTO THE IDOL OF GAJILLIONS TO BEGIN WITH--
--BUT IT'S BEEN SPECIFICALLY ATTUNED TO VERYS'S GENETIC CONFIGURATION.
WILL ACTIVATING THIS MAGILLA SO CLOSE TO CONTONI AND ME AFFECT US?
HMM.
ONLY ONE WAY TO FIND OUT, I GUESS...
CHAKKAZZZAAAKKK!
AUNTIE EM, AUNTIE EM--ARE WE STILL IN KANSAS?
VERYS IS STILL BREATHING...
...WHAT ABOUT CONTONI--?
HE LOOKS--HALF NORMAL--?

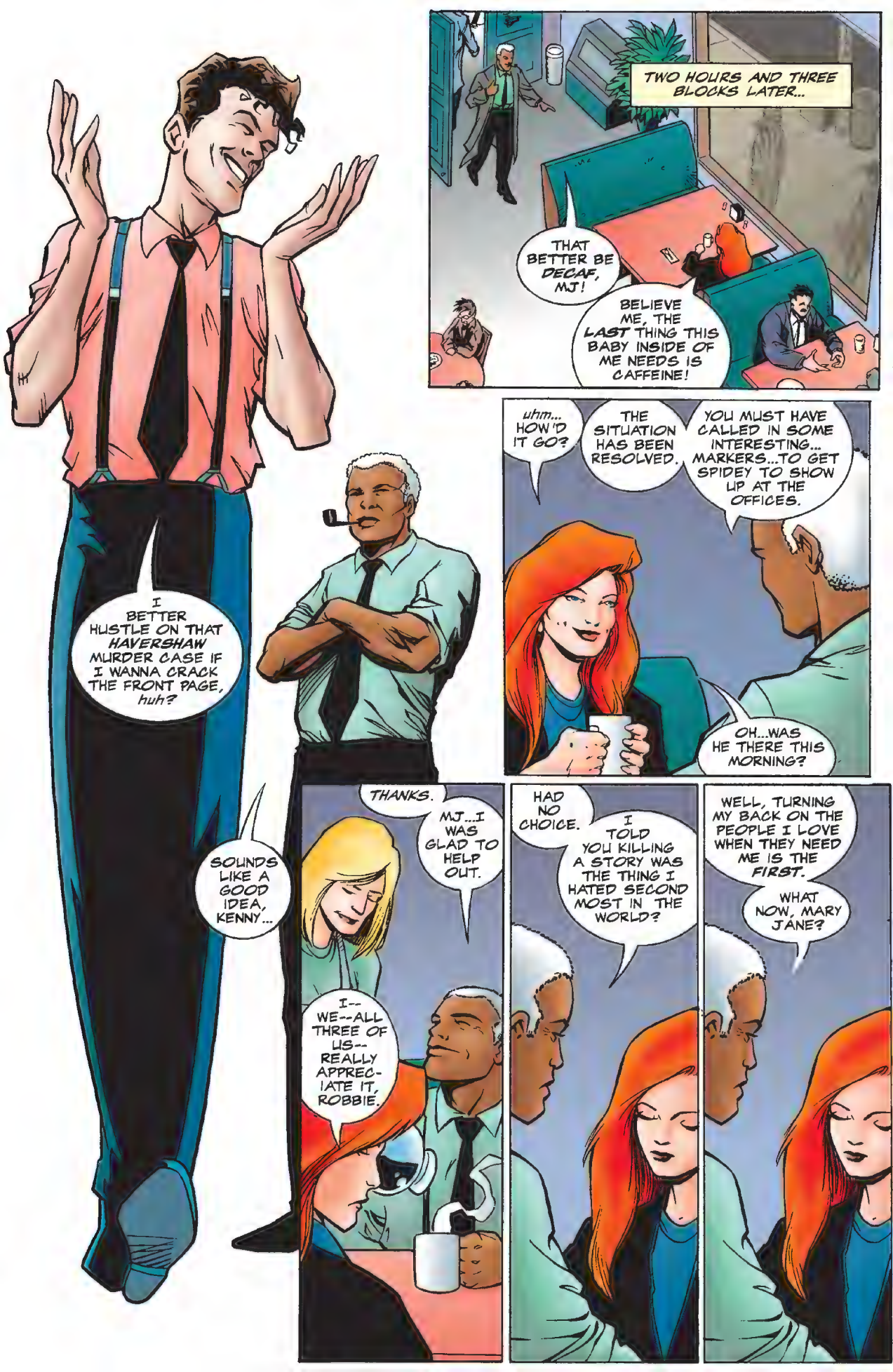

A HEARTBEAT. FAINT, BUT STEADY.
VERYS REVERTED BACK TO HUMAN FORM.
HOW LONG WILL THE RADIATION FROM THE DAMPENER *DIMINISH* HIS POWERS?
LONG ENOUGH TO GET HIM BACK TO GARID, I HOPE.
SPIDERZORD MORPHIN' ACTION TIME!
TIME TO GO. LET THE COPS AND FALCONER HANDLE THE CLEAN-UP.
GOTTA CHANGE--GRAB A QUICK SHOWER--HEAD BACK TO GARID--
--BEFORE CALVIN AND THE CHIPMUNKS HAVE TIME TO DRIVE VERYS THERE.
THEN...MAYBE... THIS WILL ALL BE OVER.
(I FEEL LIKE A HUNDRED AND SIXTY-FIVE POUNDS OF MASHED POTATOES.)
ONCE IN A WHILE
(BARELY EVER, HONESTLY)
I WONDER IF IT'D BE EASIER TO JUST--
--GIVE UP?
AND THEN I THINK ABOUT ALL THE THINGS THAT HAVE REALLY MATTERED IN MY LIFE...
UNCLE BEN. AUNT MAY, GWEN, HARRY, FLASH, FELICIA--
--MJ AND THE BABY--
--AND I *KNOW* IT'S NEVER BEEN AND *NEVER WILL BE* AN OPTION FOR ME.

MANHATTAN. MORNING.
THE OFFICES OF THE DAILY BUGLE.
AND ANOTHER THING, JONAH...
SHRIPPP! SHRIPPP!
...WHERE DOES YOUR FASHION EDITOR GET OFF--
SHRIPPP!
--CRITICIZING MY NEW COSTUME?
AND HERE I THOUGHT WE'D COME TO A HEALTHY UNDER-STANDING--
--YOU CAN MAKE A FOOL OF YOURSELF BLASTING ME ON YOUR EDITORIAL PAGE--
--BUT BE NICE EVERYWHERE ELSE AND THE FUNNIES!
REALLY NOW--WHERE IS IT--
AH, HERE--
--"A DESECRATION OF ANGLES AND PATTERNS ENOUGH TO MAKE THE SIGHTED GO BLIND"--
SHRIPPP!
YOU DO SO HURT MY FEELINGS, JJJ!
I CAN TELL YOU'RE SPEECH-LESS WITH REMORSE.
I BETTER GO NOW.

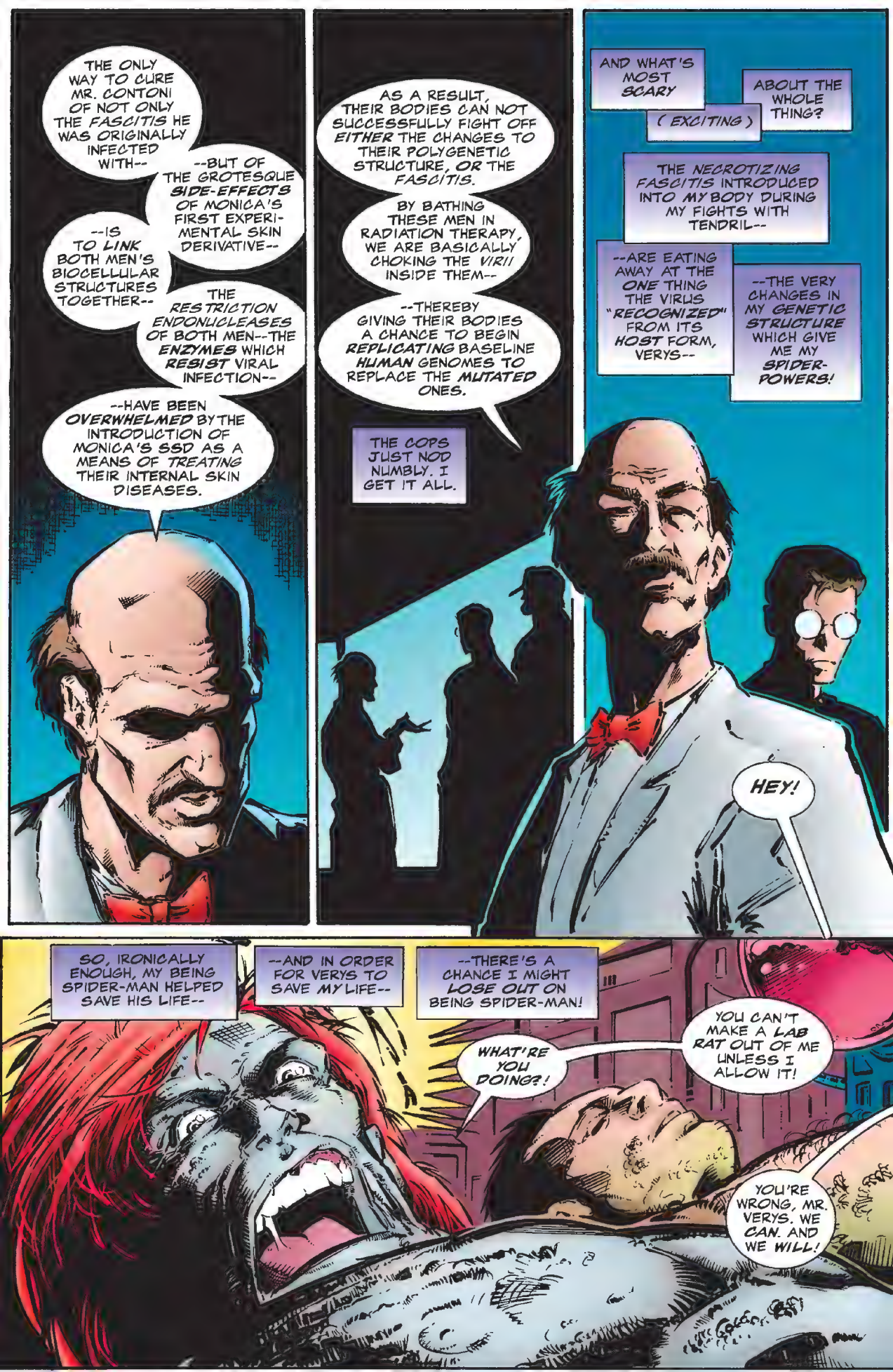

IT'LL PROBABLY TAKE YOU MOST OF THE DAY TO FIGURE OUT HOW TO WRITE AN APPROPRIATE APOLOGY TO ASSUAGE MY SAVAGED SOUL.
CIAO, GOOD PEOPLE OF THE PRESS!
ACTUALLY, ROBBIE, SPIDER-MAN MADE QUITE THE POINT OF SAYING HE'S IMPROVED ON HIS FORMULA.
#$%&!!! WALL-CRAWLING NUISANCE SAID I'LL BE STUCK HERE ALL $%&# DAY!
I REALLY HATE THAT GUY.
RELAX, JONAH. HIS WEBBING ALWAYS DISSOLVES IN ABOUT AN HOUR.
HAHAH
ahem
I MEAN... HUM--HUH-- HOW WRONG OF HIM TO DO THAT...
BY THE WAY, JONAH--
REMEMBER THAT STORY ELLIS WAS WORKING ON ABOUT THIS NEW GUY NOT BEING THE REAL SPIDER-MAN?
KILL IT.
CONSIDER IT DONE.

PHIL, THEY NEED THOSE FILES TODAY!
GET ME FERN ON THE PHONE
WHERE'S ELLIS?
YES, MA'AM, THOR IN YOUR SHOWER...
WHITE-WATER? RAFTING OR GRAFTING?
PEOPLE HELD HOSTAGE? TWENTY-SEVENTH AND PARK?
BY THE COFFEE MACHINE.
KENNY.
ROBBIE.
GOT A SECOND?
YOU WIPE THAT GRIN OFF YOUR FACE, THEN YEAH.
FUNNY, MUST BE THE SAME LOOK YOU ALWAYS CARRY AROUND.
I KNOW I'M A YUTZ AND A PEST, BUT I'M GOOD ON THIS STORY!
YOU CAN KEEP THE BUGLE FROM PRINTING IT, BUT YOU CAN'T KEEP ME FROM SELLING IT!
IT'S RINGING. BARRY FINK WILL PICK UP.
HE'S ME OVER AT THE GLOBE.
uhm...MR. FINK--KEN ELLIS--I JUST HAD A STORY BOUNCED HERE AT THE BUGLE--
--I, uhm-- I'D LIKE TO PITCH IT TO THE GLOBE.

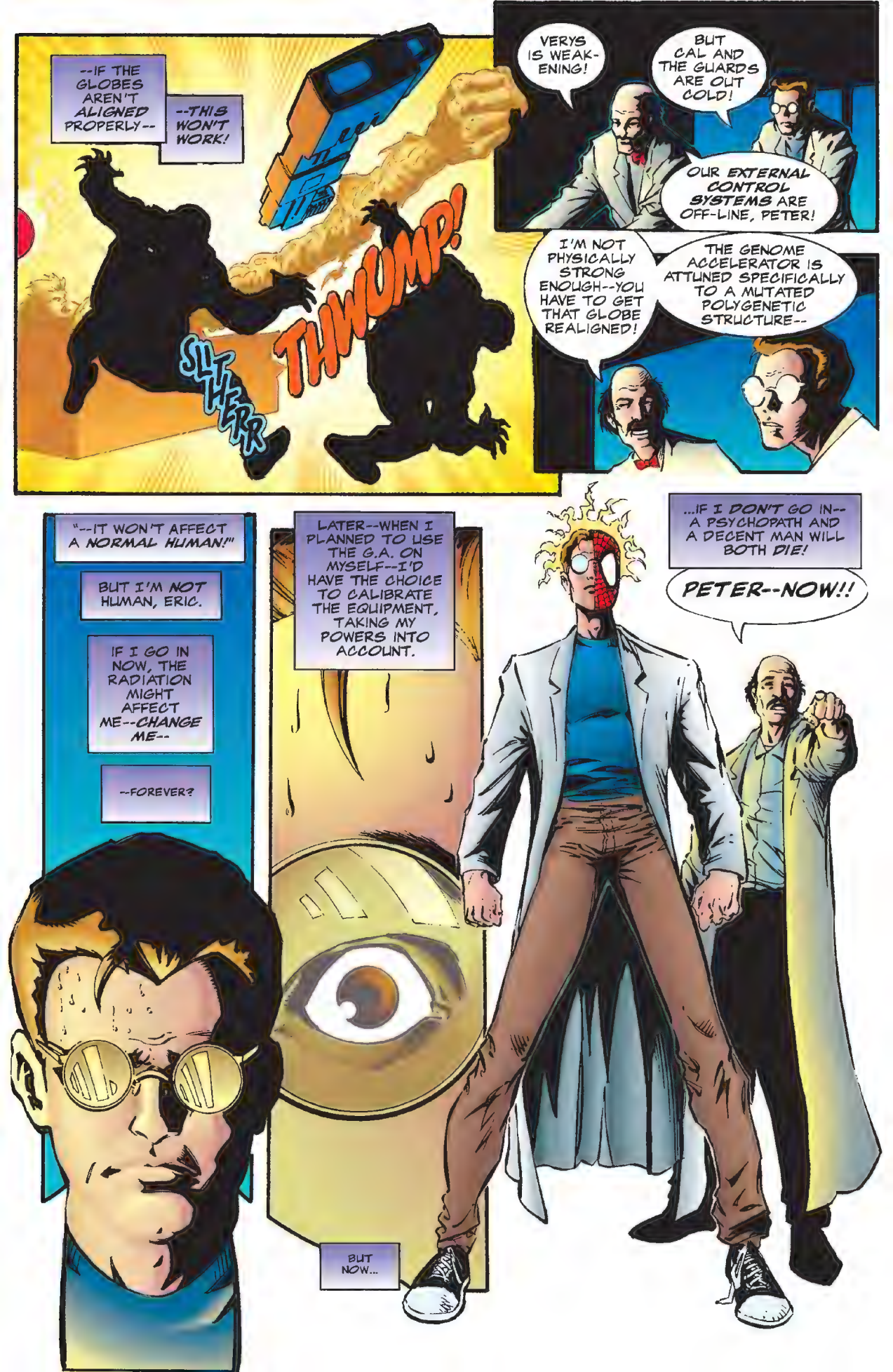
KLIK
HE SAID... "IF ROBBIE PASSED ON IT, THEN SO WILL I"...
BARRY AND I GO BACK A WAYS.
HERE, LET ME DIAL ARTHUR SHELLENBACHER AT THE TIMES.
KLIK
hmm...MAYBE A MAGAZINE PUBLISHER INSTEAD?
LET'S TRY ELLEN DALLOW AT ESQUIRE.
KLIK
I BETTER GO GET MY ROLODEX.


TWO HOURS AND THREE BLOCKS LATER...
THAT BETTER BE DECAF, MJ!
BELIEVE ME, THE LAST THING THIS BABY INSIDE OF ME NEEDS IS CAFFEINE!
I BETTER HUSTLE ON THAT HAVERSHAW MURDER CASE IF I WANNA CRACK THE FRONT PAGE, huh?
uhm... HOW'D IT GO?
THE SITUATION HAS BEEN RESOLVED.
YOU MUST HAVE CALLED IN SOME INTERESTING... MARKERS...TO GET SPIDEY TO SHOW UP AT THE OFFICES.
OH...WAS HE THERE THIS MORNING?
SOUNDS LIKE A GOOD IDEA, KENNY...
THANKS.
MJ...I WAS GLAD TO HELP OUT.
I--WE--ALL THREE OF US--REALLY APPREC-IATE IT, ROBBIE.
HAD NO CHOICE.
I TOLD YOU KILLING A STORY WAS THE THING I HATED SECOND MOST IN THE WORLD?
WELL, TURNING MY BACK ON THE PEOPLE I LOVE WHEN THEY NEED ME IS THE FIRST.
WHAT NOW, MARY JANE?

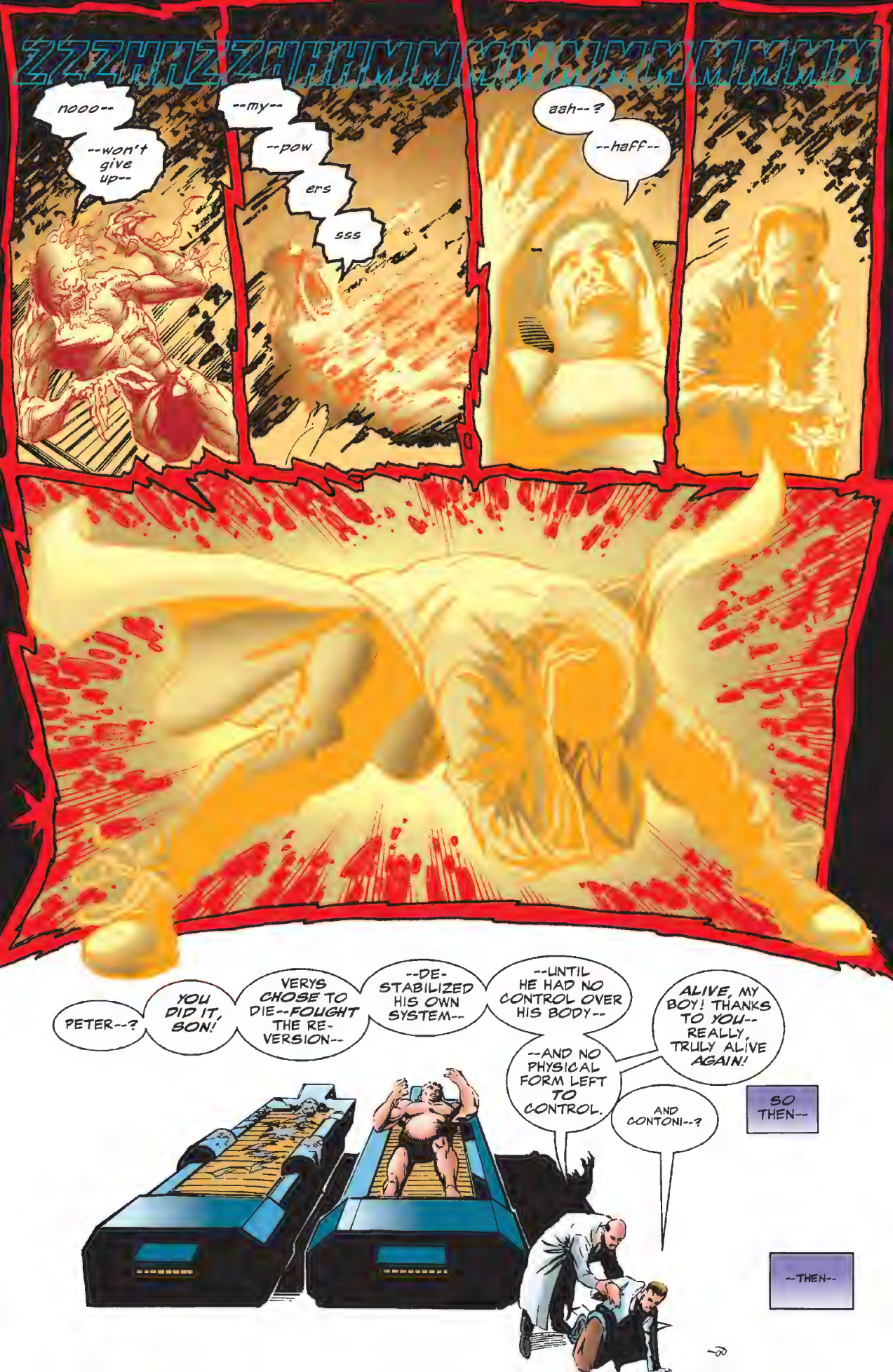
NOW I WAIT.
AND WAIT.
AND WAIT SOME MORE.
I GOT TO GARID AN HOUR BEFORE CAL CAME BACK.
ALONG WITH THE HEAD OF THE COMPANY, ERIC SCHWINNER--
--I'VE BEEN WORKING THROUGH DAWN TO CALIBRATE THE GENOME ACCELERATOR JUSSSST RIGHT.
THE IDEA IS TO USE THE G.A. AS A FORM OF RADIATION THERAPY.
KILL THE NEC-ROTIZING FASCITIS VIRUS INSIDE BOTH MEN--
--WHILE ALSO ELIMINATING THE CELLULAR CHANGES WHICH OCCURED IN VERYS FROM HIS EXPOSURE TO MY BLOOD.
ATTUNING THE WAVELENGTHS PROPERLY HAS TAKEN HOURS.
I'M WIPED. BUT I HAVE TO HOLD ON.
JUST A BIT LONGER--IF (WHEN) IT WORKS--THEN I CAN RECALIBRATE THE SYSTEM AND USE THE PROCESS ON MYSELF LATER ON.
ERIC, THE POLICE WANT TO KNOW EXACTLY WHAT YOU'RE DOING HERE.
THEY'D RATHER NOT GIVE YOU THE CHANCE TO CREATE AN EVEN BIGGER MONSTER DURING ALL THIS.
GODZILLA INVADES PORTLAND. FILM AT ELEVEN.

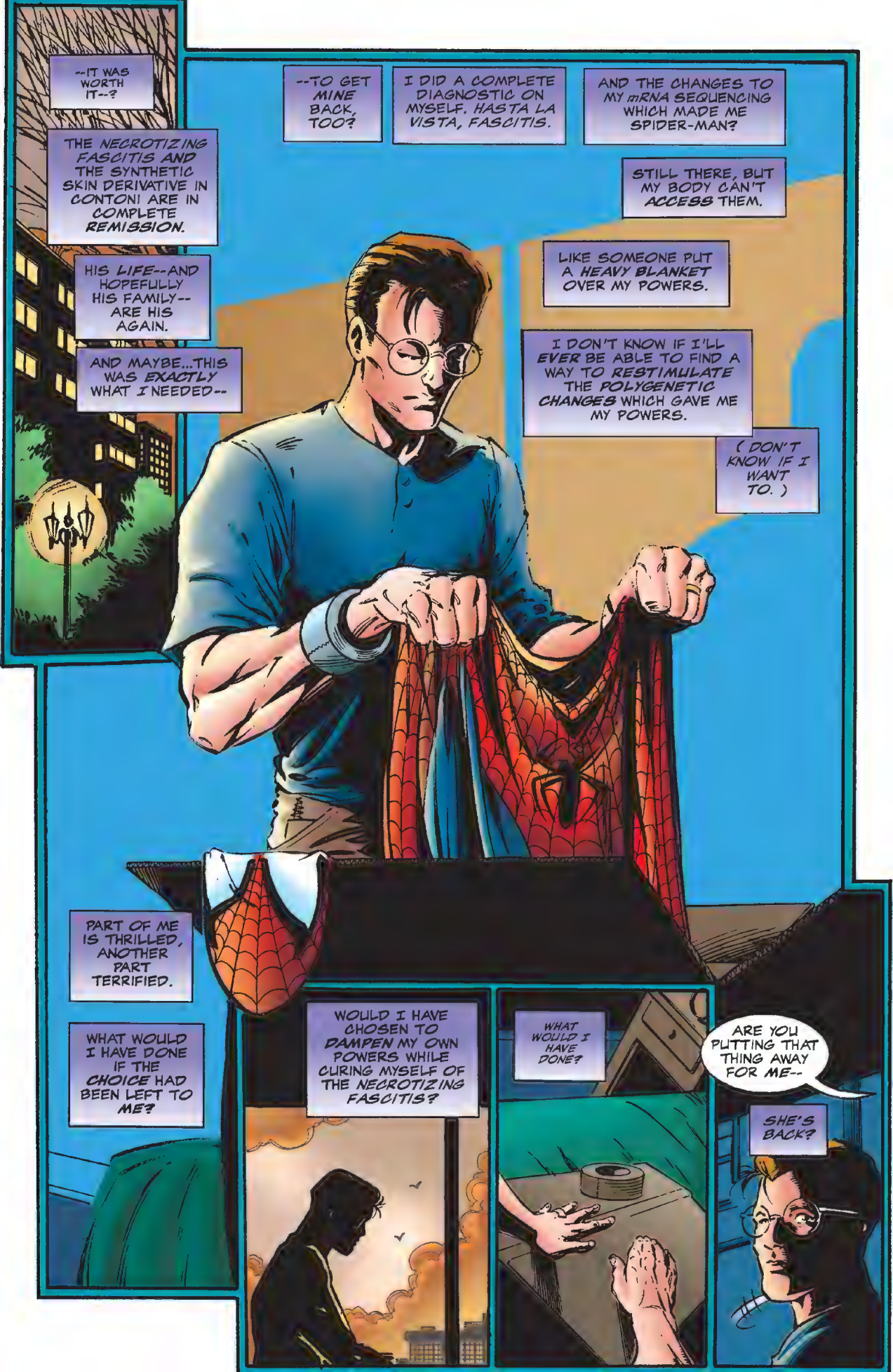

THE ONLY WAY TO CURE MR. CONTONI OF NOT ONLY THE FASCITIS HE WAS ORIGINALLY INFECTED WITH--
--BUT OF THE GROTESQUE SIDE-EFFECTS OF MONICA'S FIRST EXPERIMENTAL SKIN DERIVATIVE--
--IS TO LINK BOTH MEN'S BIOCELLULAR STRUCTURES TOGETHER--
THE RESTRICTION ENDONUCLEASES OF BOTH MEN--THE ENZYMES WHICH RESIST VIRAL INFECTION--
--HAVE BEEN OVERWHELMED BY THE INTRODUCTION OF MONICA'S SSD AS A MEANS OF TREATING THEIR INTERNAL SKIN DISEASES.
AS A RESULT, THEIR BODIES CAN NOT SUCCESSFULLY FIGHT OFF EITHER THE CHANGES TO THEIR POLYGENETIC STRUCTURE, OR THE FASCITIS.
BY BATHING THESE MEN IN RADIATION THERAPY, WE ARE BASICALLY CHOKING THE VIRII INSIDE THEM--
--THEREBY GIVING THEIR BODIES A CHANCE TO BEGIN REPLICATING BASELINE HUMAN GENOMES TO REPLACE THE MUTATED ONES.
THE COPS JUST NOD NUMBLY. I GET IT ALL.
AND WHAT'S MOST SCARY
(EXCITING)
ABOUT THE WHOLE THING?
THE NECROTIZING FASCITIS INTRODUCED INTO MY BODY DURING MY FIGHTS WITH TENDRIL--
--ARE EATING AWAY AT THE ONE THING THE VIRUS "RECOGNIZED" FROM ITS HOST FORM, VERYS--
--THE VERY CHANGES IN MY GENETIC STRUCTURE WHICH GIVE ME MY SPIDER-POWERS!
HEY!
SO, IRONICALLY ENOUGH, MY BEING SPIDER-MAN HELPED SAVE HIS LIFE--
--AND IN ORDER FOR VERYS TO SAVE MY LIFE--
--THERE'S A CHANCE I MIGHT LOSE OUT ON BEING SPIDER-MAN!
WHAT'RE YOU DOING?!
YOU CAN'T MAKE A LAB RAT OUT OF ME UNLESS I ALLOW IT!
YOU'RE WRONG, MR. VERYS. WE CAN. AND WE WILL!

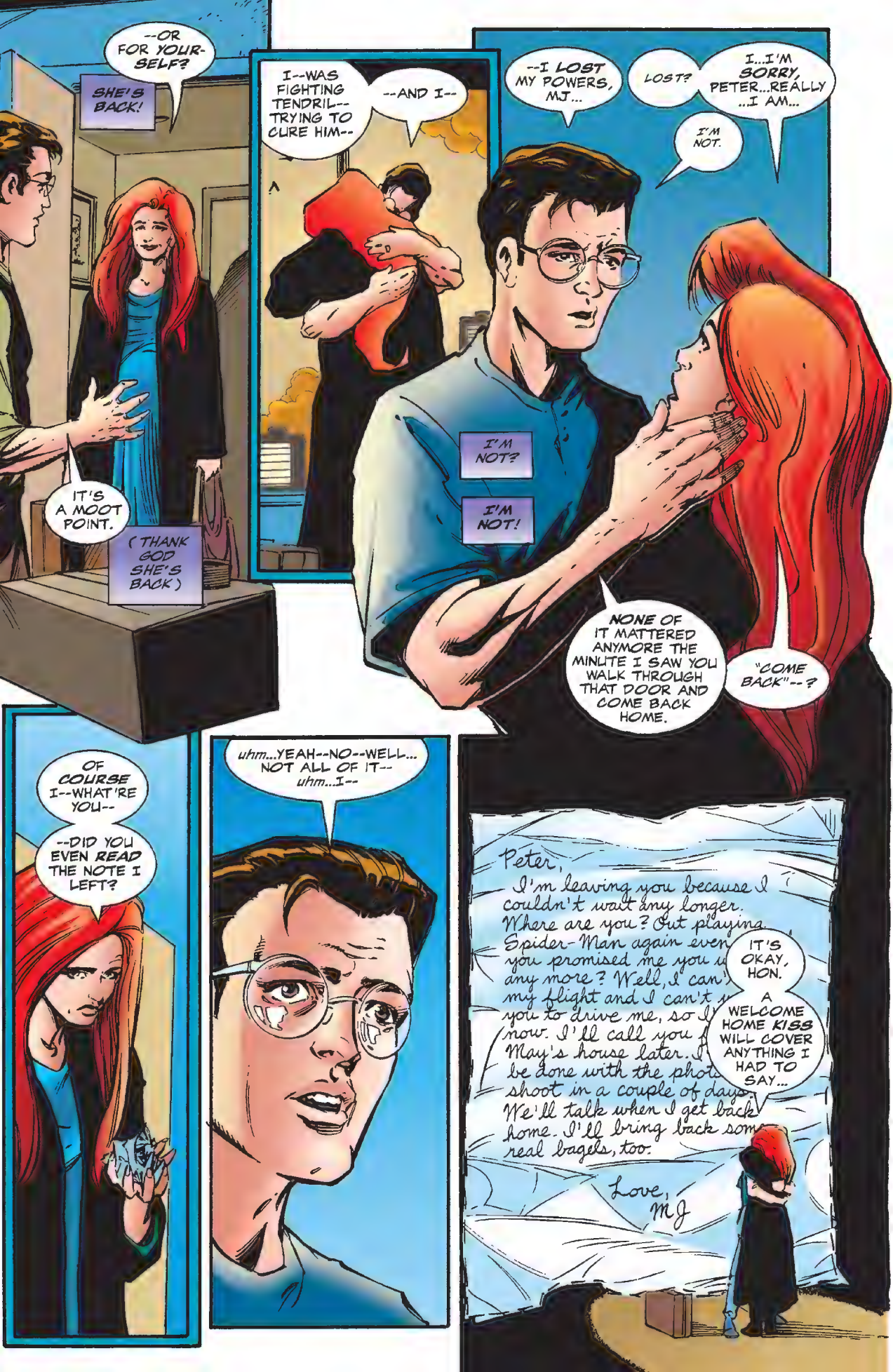
SCHWINNER CLOSES HIS EYES, AS IF HE'S PRAYING.
AND PUSHES THE BUTTON...
CHAKAZZAAKKK!
...WHICH ACTIVATES THE GENOME ACCELERATOR!
NNOO!
VERYS IS CHANGING BACK TO TENDRIL! SON OF A-- HE'S FIGHTING BACK!!
TACTICAL UNIT TWO-- MOVE IN-- BEFORE HE FINDS A WAY TO--
KRACHT!
SCREW UP YOUR EQUIPMENT, CALVY?
TOO LATE!
I'M NOT GONNA LET YOU PEOPLE CHANGE ME BACK TO WHAT I WAS!
ZZZHHHMMMMMMM
PREVENT VERYS FROM DISSOLVING HIMSELF!
THE LONGER THE RADIATION HITS HIM, THE LESS POWER HE'LL HAVE!
CAL--HE KNOCKED ONE OF THE GLOBES OFF-KILTER!
NO...
ZZZHHHMMMMMMM

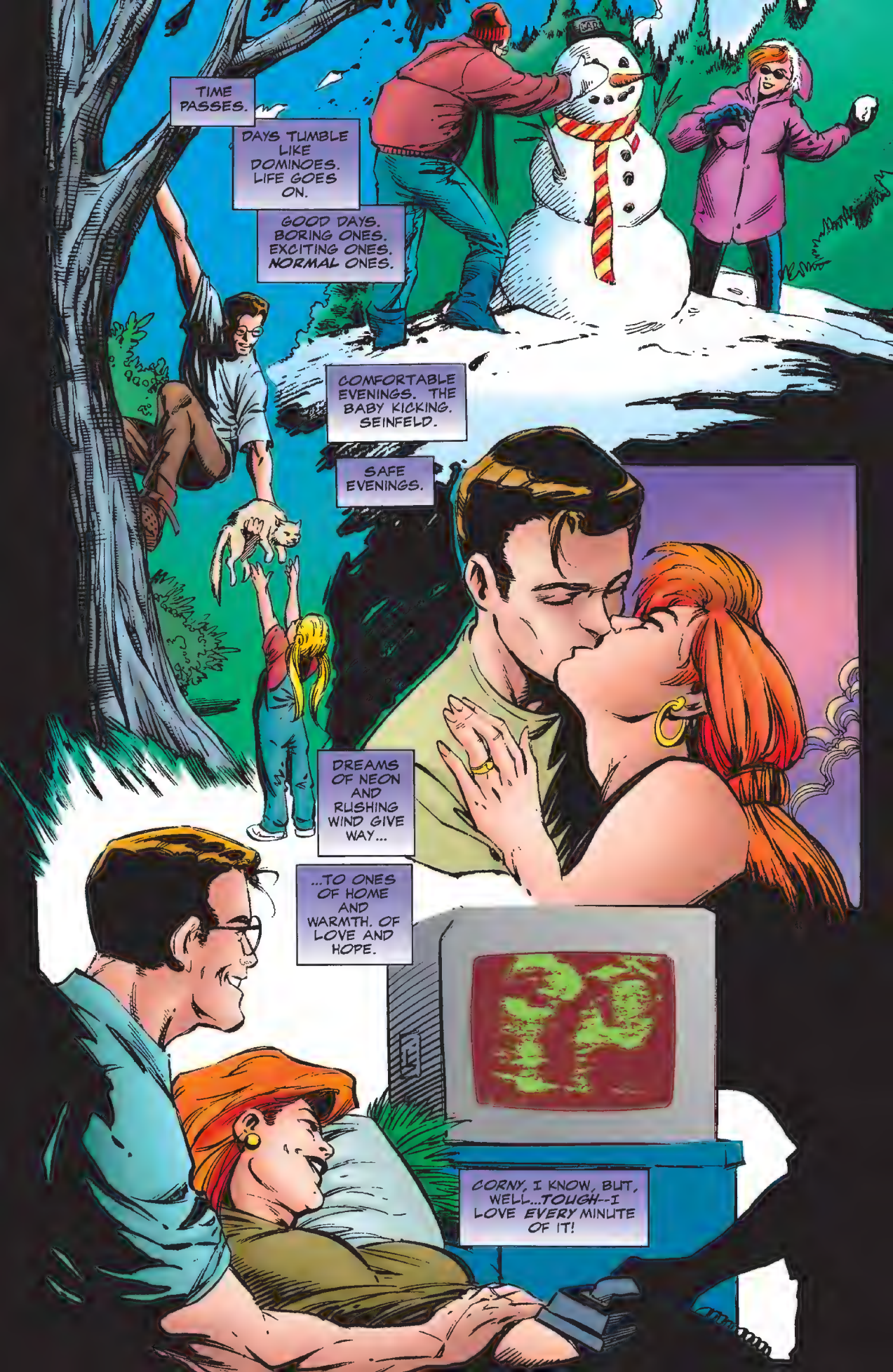

--IF THE GLOBES AREN'T ALIGNED PROPERLY--
--THIS WON'T WORK!
SLITHERR
THWUMP!
VERYS IS WEAKENING!
BUT CAL AND THE GUARDS ARE OUT COLD!
OUR EXTERNAL CONTROL SYSTEMS ARE OFF-LINE, PETER!
I'M NOT PHYSICALLY STRONG ENOUGH--YOU HAVE TO GET THAT GLOBE REALIGNED!
THE GENOME ACCELERATOR IS ATTUNED SPECIFICALLY TO A MUTATED POLYGENETIC STRUCTURE--
"--IT WON'T AFFECT A NORMAL HUMAN!"
BUT I'M NOT HUMAN, ERIC.
IF I GO IN NOW, THE RADIATION MIGHT AFFECT ME--CHANGE ME--
--FOREVER?
LATER--WHEN I PLANNED TO USE THE G.A. ON MYSELF--I'D HAVE THE CHOICE TO CALIBRATE THE EQUIPMENT, TAKING MY POWERS INTO ACCOUNT.
BUT NOW...
...IF I DON'T GO IN--A PSYCHOPATH AND A DECENT MAN WILL BOTH DIE!
PETER--NOW!!

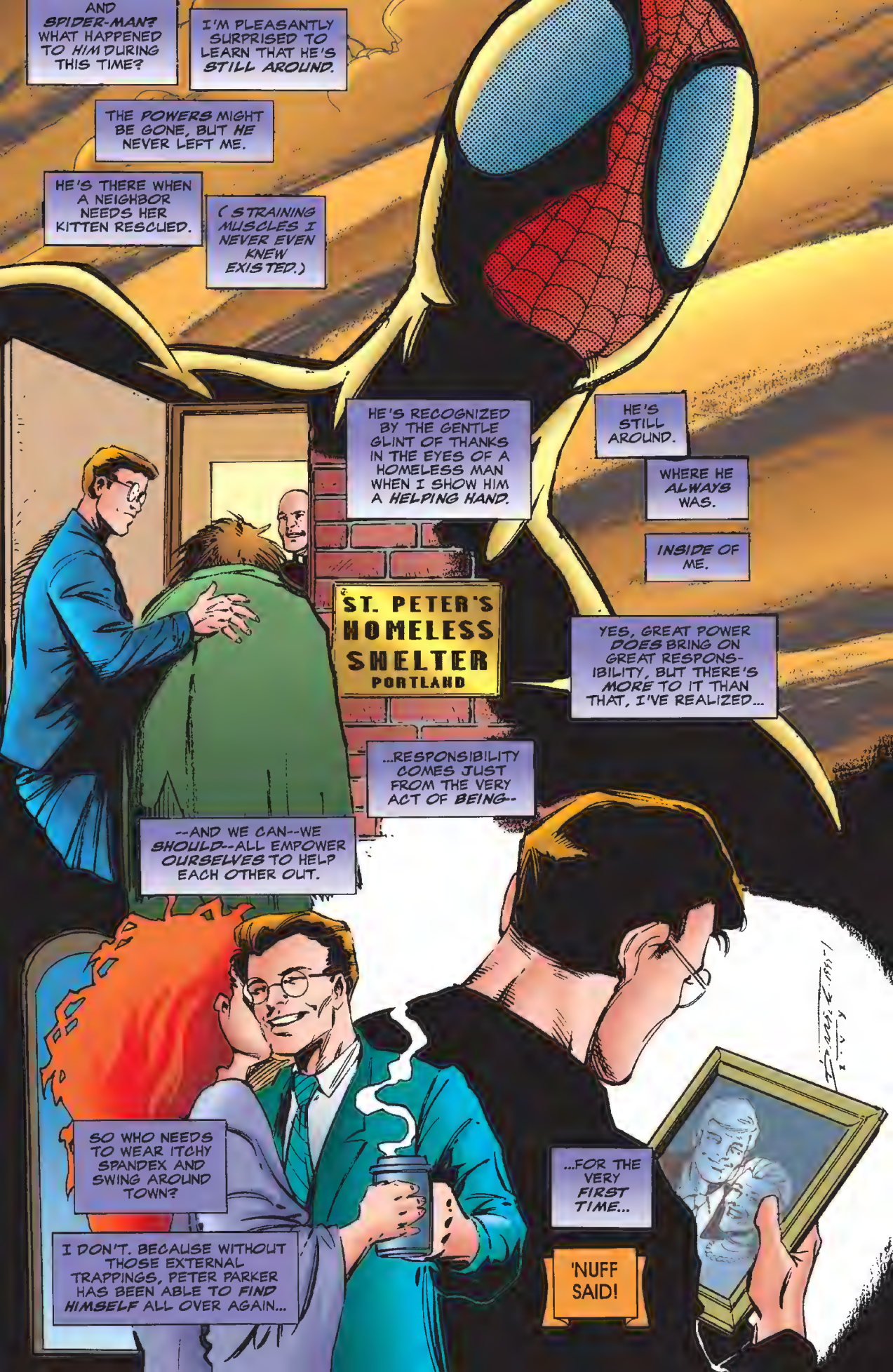
(NO CHOICE.)
WITH GREAT POWER...
...COMES GREAT RESPONS-IBILITY.
NOOOO! SSSTAY BACK!!
EVEN IF THAT GREAT RESPONSIBILITY MEANS...
...LOSING THAT GREAT POWER...
BLINDED BY THE LIGHT--
--THEN THE PAIN COMES--
--BITING INTO ME--
--LIKE A SPIDER DID YEARS AGO--
--FLUSHING THROUGH ME--
--LIKE BOILING HOT WATER THROUGH MY VEINS--


ZZZHHZZHHMM
nooo--
--won't give up--
--my--
--pow
ers
sss
aah--?
--haff--
PETER--?
YOU DID IT, SON!
VERYS CHOSE TO DIE--FOUGHT THE RE-VERSION--
--DE-STABILIZED HIS OWN SYSTEM--
--UNTIL HE HAD NO CONTROL OVER HIS BODY--
--AND NO PHYSICAL FORM LEFT TO CONTROL.
ALIVE, MY BOY! THANKS TO YOU--REALLY, TRULY ALIVE AGAIN!
AND CONTONI--?
SO THEN--
--THEN--


--IT WAS WORTH IT--?
THE NECROTIZING FASCITIS AND THE SYNTHETIC SKIN DERIVATIVE IN CONTONI ARE IN COMPLETE REMISSION.
HIS LIFE--AND HOPEFULLY HIS FAMILY--ARE HIS AGAIN.
AND MAYBE...THIS WAS EXACTLY WHAT I NEEDED--
--TO GET MINE BACK, TOO?
I DID A COMPLETE DIAGNOSTIC ON MYSELF. HASTA LA VISTA, FASCITIS.
AND THE CHANGES TO MY mRNA SEQUENCING WHICH MADE ME SPIDER-MAN?
STILL THERE, BUT MY BODY CAN'T ACCESS THEM.
LIKE SOMEONE PUT A HEAVY BLANKET OVER MY POWERS.
I DON'T KNOW IF I'LL EVER BE ABLE TO FIND A WAY TO RESTIMULATE THE POLYGENETIC CHANGES WHICH GAVE ME MY POWERS.
(DON'T KNOW IF I WANT TO.)
PART OF ME IS THRILLED, ANOTHER PART TERRIFIED.
WHAT WOULD I HAVE DONE IF THE CHOICE HAD BEEN LEFT TO ME?
WOULD I HAVE CHOSEN TO DAMPEN MY OWN POWERS WHILE CURING MYSELF OF THE NECROTIZING FASCITIS?
WHAT WOULD I HAVE DONE?
ARE YOU PUTTING THAT THING AWAY FOR ME--
SHE'S BACK?


--OR FOR YOURSELF?
SHE'S BACK!
IT'S A MOOT POINT.
(THANK GOD SHE'S BACK)
I--WAS FIGHTING TENDRIL--TRYING TO CURE HIM--
--AND I--
--I LOST MY POWERS, MJ...
LOST?
I...I'M SORRY, PETER...REALLY ..I AM...
I'M NOT.
I'M NOT?
I'M NOT!
NONE OF IT MATTERED ANYMORE THE MINUTE I SAW YOU WALK THROUGH THAT DOOR AND COME BACK HOME.
"COME BACK"--?
OF COURSE I--WHAT'RE YOU--
--DID YOU EVEN READ THE NOTE I LEFT?
uhm...YEAH--NO--WELL... NOT ALL OF IT--
uhm...I--
Peter,
I'm leaving you because I couldn't wait any longer.
Where are you? Out playing
Spider-Man again even
you promised me you
any more? Well, I can'
my flight and I can't
you to drive me, so I
now. I'll call you
May's house later. I
be done with the phot
shoot in a couple of days.
We'll talk when I get back
home. I'll bring back som
real bagels, too.
Love,
MJ
IT'S OKAY, HON.
A WELCOME HOME KISS WILL COVER ANYTHING I HAD TO SAY...


TIME PASSES.
DAYS TUMBLE LIKE DOMINOES. LIFE GOES ON.
GOOD DAYS. BORING ONES. EXCITING ONES. NORMAL ONES.
COMFORTABLE EVENINGS. THE BABY KICKING. SEINFELD.
SAFE EVENINGS.
DREAMS OF NEON AND RUSHING WIND GIVE WAY...
...TO ONES OF HOME AND WARMTH. OF LOVE AND HOPE.
CORNY, I KNOW, BUT, WELL...TOUGH--I LOVE EVERY MINUTE OF IT!

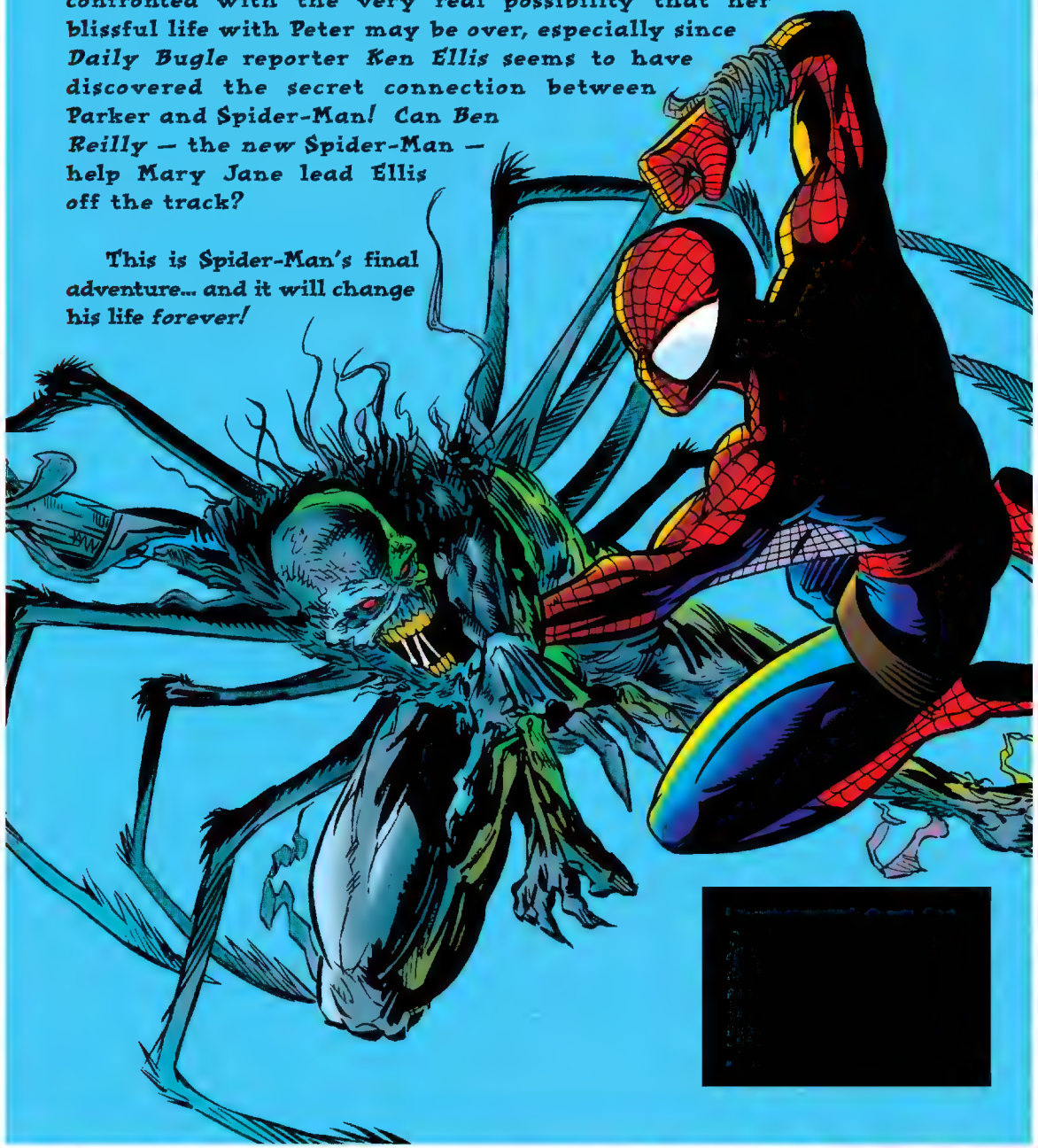

AND SPIDER-MAN? WHAT HAPPENED TO HIM DURING THIS TIME?
I'M PLEASANTLY SURPRISED TO LEARN THAT HE'S STILL AROUND.
THE POWERS MIGHT BE GONE, BUT HE NEVER LEFT ME.
HE'S THERE WHEN A NEIGHBOR NEEDS HER KITTEN RESCUED.
(STRAINING MUSCLES I NEVER EVEN KNEW EXISTED.)
HE'S RECOGNIZED BY THE GENTLE GLINT OF THANKS IN THE EYES OF A HOMELESS MAN WHEN I SHOW HIM A HELPING HAND.
HE'S STILL AROUND.
WHERE HE ALWAYS WAS.
INSIDE OF ME.
ST. PETER'S HOMELESS SHELTER PORTLAND
YES, GREAT POWER DOES BRING ON GREAT RESPONSIBILITY, BUT THERE'S MORE TO IT THAN THAT, I'VE REALIZED...
...RESPONSIBILITY COMES JUST FROM THE VERY ACT OF BEING--
--AND WE CAN--WE SHOULD--ALL EMPOWER OURSELVES TO HELP EACH OTHER OUT.
SO WHO NEEDS TO WEAR ITCHY SPANDEX AND SWING AROUND TOWN?
I DON'T. BECAUSE WITHOUT THOSE EXTERNAL TRAPPINGS, PETER PARKER HAS BEEN ABLE TO FIND HIMSELF ALL OVER AGAIN...
...FOR THE VERY FIRST TIME...
'NUFF SAID!

Peter Parker. River Verys. Paul Contoni. Three very different individuals now brought together because of their common origin: all were irradiated by the same device — an "isotope genome accelerator" developed by GARID Laboratories.

But Verys has become *Tendril*, a super-powered, psychotic killer on the loose. Parker has come out of retirement and resumed his role as the amazing *Spider-Man* — at great cost to his personal life — to hunt him down. And Contoni is now *Dryrot*, a tragic, misshapen recluse who can bring an end to this crisis... and his own suffering. But will he agree to help, after all that he has endured?

Meanwhile, in New York, *Mary Jane Watson-Parker* finds herself confronted with the very real possibility that her blissful life with Peter may be over, especially since *Daily Bugle* reporter *Ken Ellis* seems to have discovered the secret connection between Parker and Spider-Man! Can *Ben Reilly* — the new Spider-Man — help Mary Jane lead Ellis off the track?

This is Spider-Man's final adventure... and it will change his life *forever!*

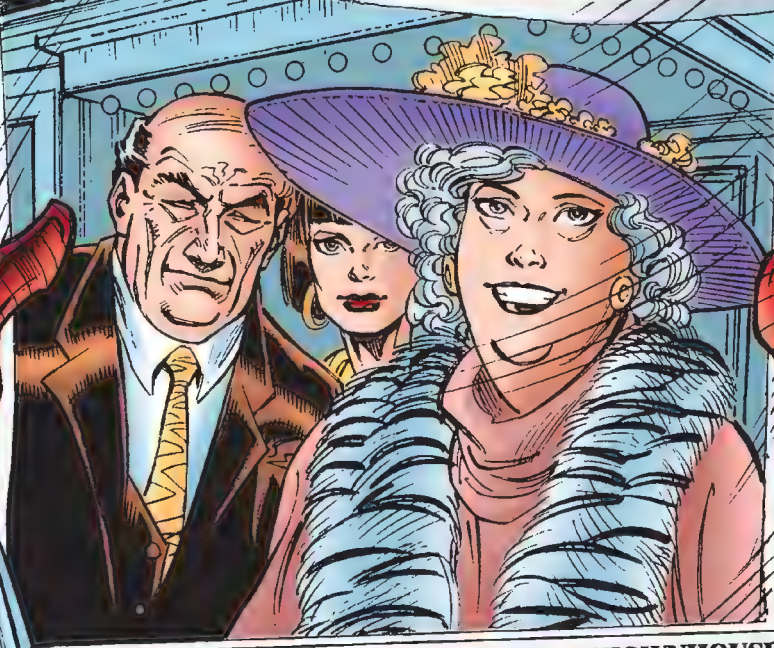


I'VE LEARNED OVER THE LAST FEW YEARS, THAT LIFE TENDS TO ALWAYS COME AROUND FULL-CIRCLE.

[redacted]

DAILY BUGLE

HIGH SOCIETY MURDER



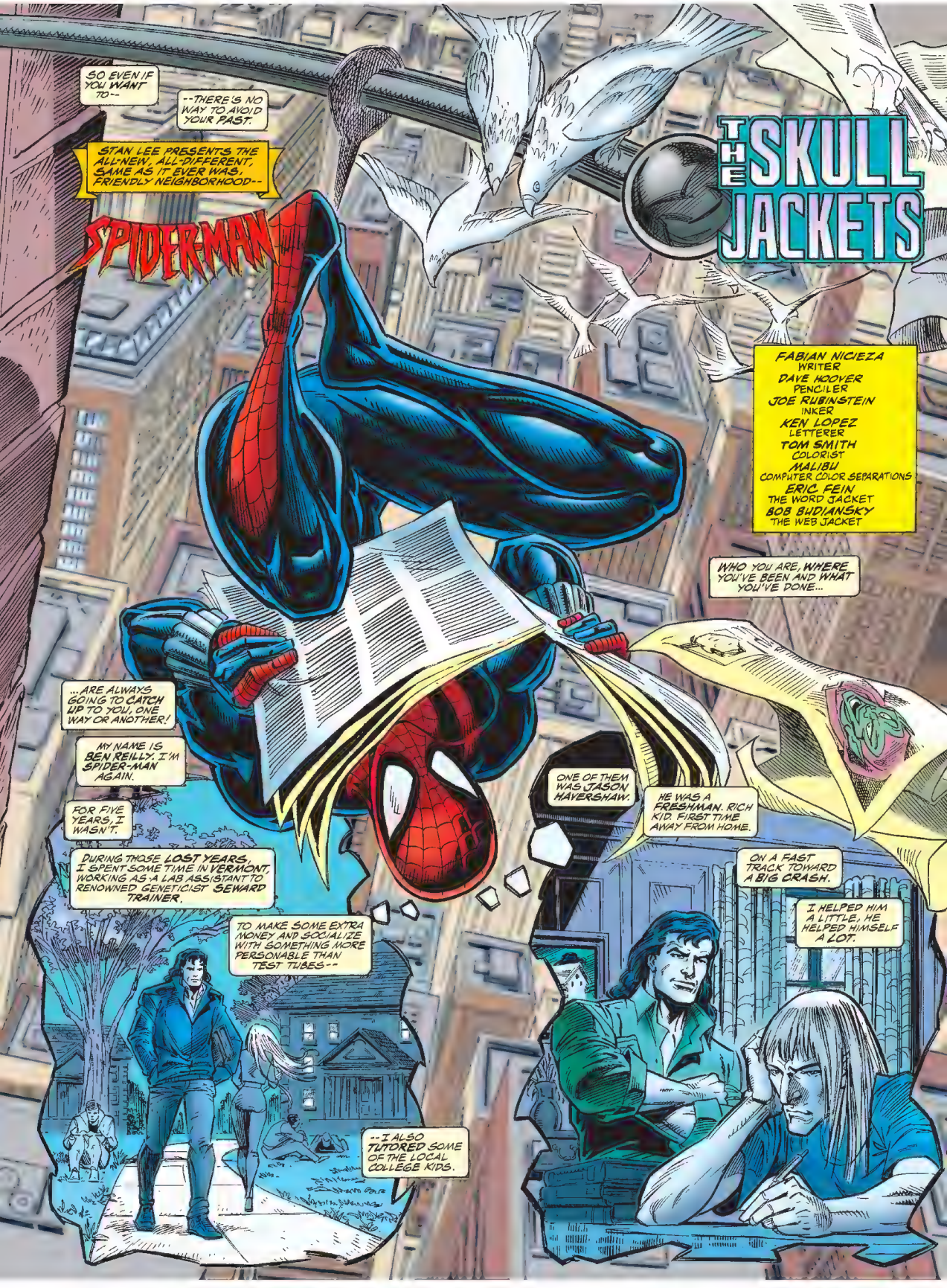
BIG-BUCK BENEFACTRESS SLAIN IN POSH TOWNHOUSE

by Ken Ellis

Socialite, Andrea Haversbaw was found murdered in her 87th Street Manhattan brownstone yesterday morning. Police sources in the Coroner's office have unofficially listed the cause of death as multiple stab wounds. They estimate Haversbaw had been dead since approximately midnight on Saturday. Her body was discovered by the housekeeper, Mirka Yadja, at Eight Thirty-Five A.M. Monday morning.

Andrea Haversbaw was Sixty-Seven years old and had become a fixture in the Manhattan arts scene, doling much of her time and fortune to Art Galleries and theater productions across the New York City area. Haversbaw is survived by a son, Jason, Twenty-Three, who lived in the townhouse with his mother, but was at the Haversbaw's Vermont ski chalet over the weekend.

Local residents claim to have heard nothing, although an unnamed source in the 44th Precinct investigating officer has told the Daily Bugle that security surveillance cameras did record footage of a possible suspect. The identity of this suspect has not been confirmed, but sources claim it was a silver-haired female.

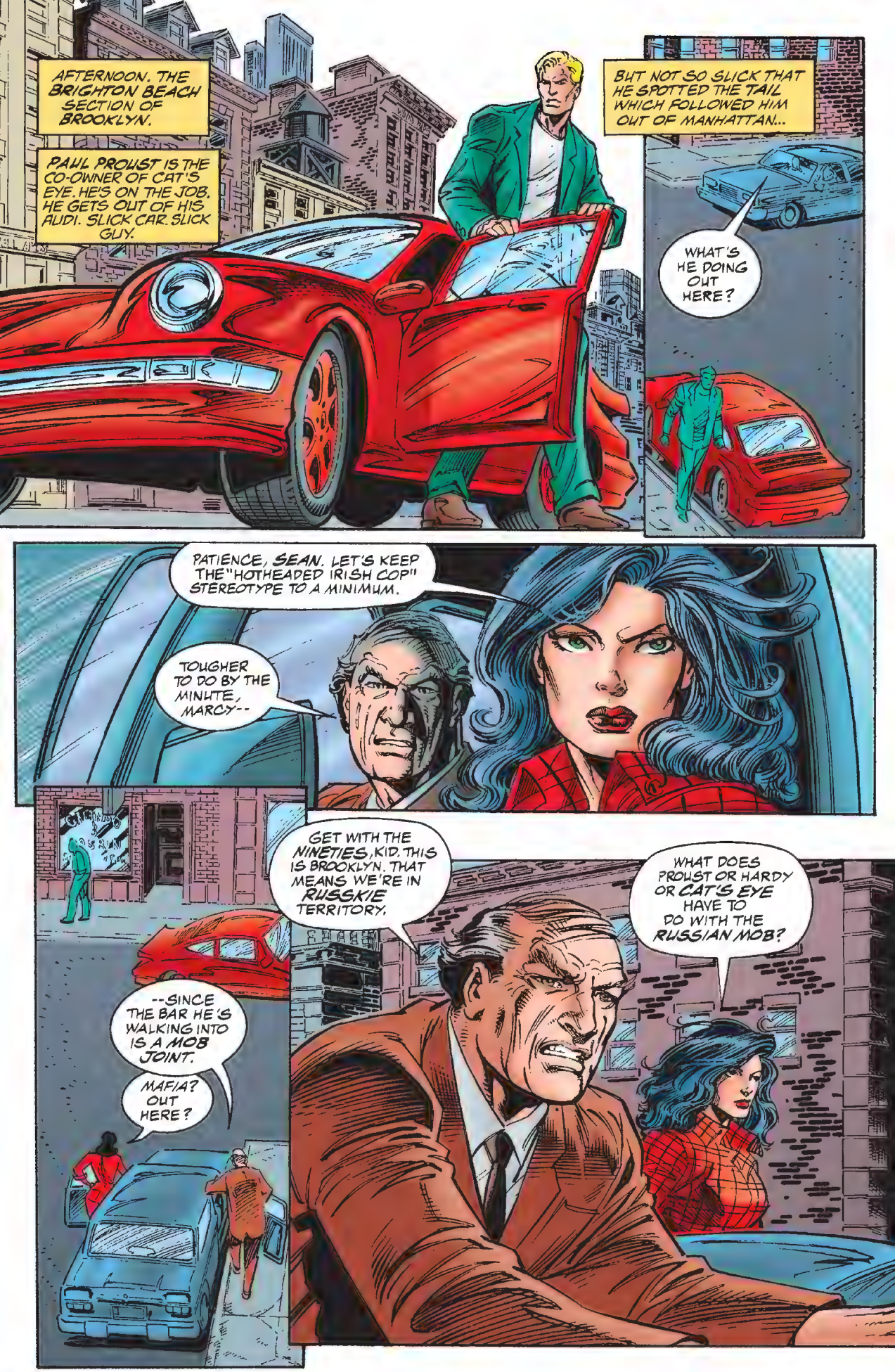

SO EVEN IF YOU WANT TO--
--THERE'S NO WAY TO AVOID YOUR PAST.
STAN LEE PRESENTS THE ALL-NEW, ALL-DIFFERENT, SAME AS IT EVER WAS, FRIENDLY NEIGHBORHOOD--
SPIDER-MAN
THE SKULL JACKETS
FABIAN NICIEZA WRITER
DAVE HOOVER PENCILER
JOE RUBINSTEIN INKER
KEN LOPEZ LETTERER
TOM SMITH COLORIST
MALIBU COMPUTER COLOR SEPARATIONS
ERIC FEIN THE WORD JACKET
BOB BUDIANSKY THE WEB JACKET
WHO YOU ARE, WHERE YOU'VE BEEN AND WHAT YOU'VE DONE...
...ARE ALWAYS GOING TO CATCH UP TO YOU, ONE WAY OR ANOTHER!
MY NAME IS BEN REILLY. I'M SPIDER-MAN AGAIN.
FOR FIVE YEARS, I WASN'T.
DURING THOSE LOST YEARS, I SPENT SOME TIME IN VERMONT, WORKING AS A LAB ASSISTANT TO RENOWNED GENETICIST SEWARD TRAINER.
TO MAKE SOME EXTRA MONEY AND SOCIALIZE WITH SOMETHING MORE PERSONABLE THAN TEST TUBES--
--I ALSO TUTORED SOME OF THE LOCAL COLLEGE KIDS.
ONE OF THEM WAS JASON HAVERSHAW.
HE WAS A FRESHMAN. RICH KID. FIRST TIME AWAY FROM HOME.
ON A FAST TRACK TOWARD A BIG CRASH.
I HELPED HIM A LITTLE, HE HELPED HIMSELF A LOT.

HIS MOTHER WAS VERY THANKFUL.
I DIDN'T MIND THE EXTRA CASH SHE THREW MY WAY--
--BUT MORE THAN ANYTHING, I WAS GLAD TO HELP THEM.
SHE REMINDED ME OF A VERY RICH VERSION OF MY AUNT MAY--
--AND JASON, WHO'D LOST HIS FATHER IN A PLANE CRASH WHEN HE WAS YOUNGER, REMINDED ME A LOT OF MYSELF.
I HAVEN'T SEEN EITHER OF THEM IN YEARS.
HADN'T EVEN THOUGHT ABOUT THEM UNTIL THIS MORNING.
FUNNY, HOW SOMEONE CAN BE A REALLY IMPORTANT PART OF YOUR LIFE FOR A TIME AND THEN NOTHING BUT A MEMORY?
ANDREA DESERVES BETTER THAN THAT.
SHE DESERVES JUSTICE.
SHE WAS A GOOD PERSON.
POLICE THINK ROBBERY WAS THE MOTIVE.
AND THE ARTICLE MENTIONED A "SILVER-HAIRED FEMALE."
I CAN DO BASIC MATH, BUT I DON'T LIKE THE ANSWER I'M GETTING.
I ONLY HAVE ONE SOURCE AVAILABLE TO ME AT THE DAILY BUGLE.
MUCH AS I CAN'T STAND THE DORK...

...I'M GOING TO HAVE TO GET A HOLD OF KEN ELLIS.
UPTOWN. THE 44TH PRECINCT.
BENNY, I'M GOING OUT TO LUNCH.
IF HAVERSHAW'S LAWYER CALLS, BEEP ME.
THE CASE COMING TOGETHER, MARCELLA?
GOT A STRONG SUSPECT AND A MOTIVE.
SEAN'S LOOKING FOR HIS THUMB-SCREWS--
--AND I'LL TAKE MY USUAL, SUBTLER, ROUTE.
DOWNTOWN. ONE CAB RIDE LATER...
FAB
TWELVE BUCKS TO LITTLE ITALY, YOU SHOULD BE TIPPING ME, BUDDY!
OKAY, KENNY, LET'S PLAY THE GAME...
DETECTIVE CELLANOS, LOOKING LOVELY.
MR. ELLIS, STILL DRESSING LIKE DENNY TERRIO, I SEE.
I DON'T GET THE JOKE.
YEAH, YOU DO.
PLACE LOOKS TOO PRICEY FOR COPS. WE SAFE HERE?
LIKE A COUPLE OF CAMPERS IN A PUP TENT.
THE IMAGE DISTURBS ME, KENNY.
CUT ME SOME SLACK. IT'S HARD ENOUGH BEING A FEMALE GOLD BADGE WITHOUT HAVING SOMEONE THINK I'M A SNITCH.

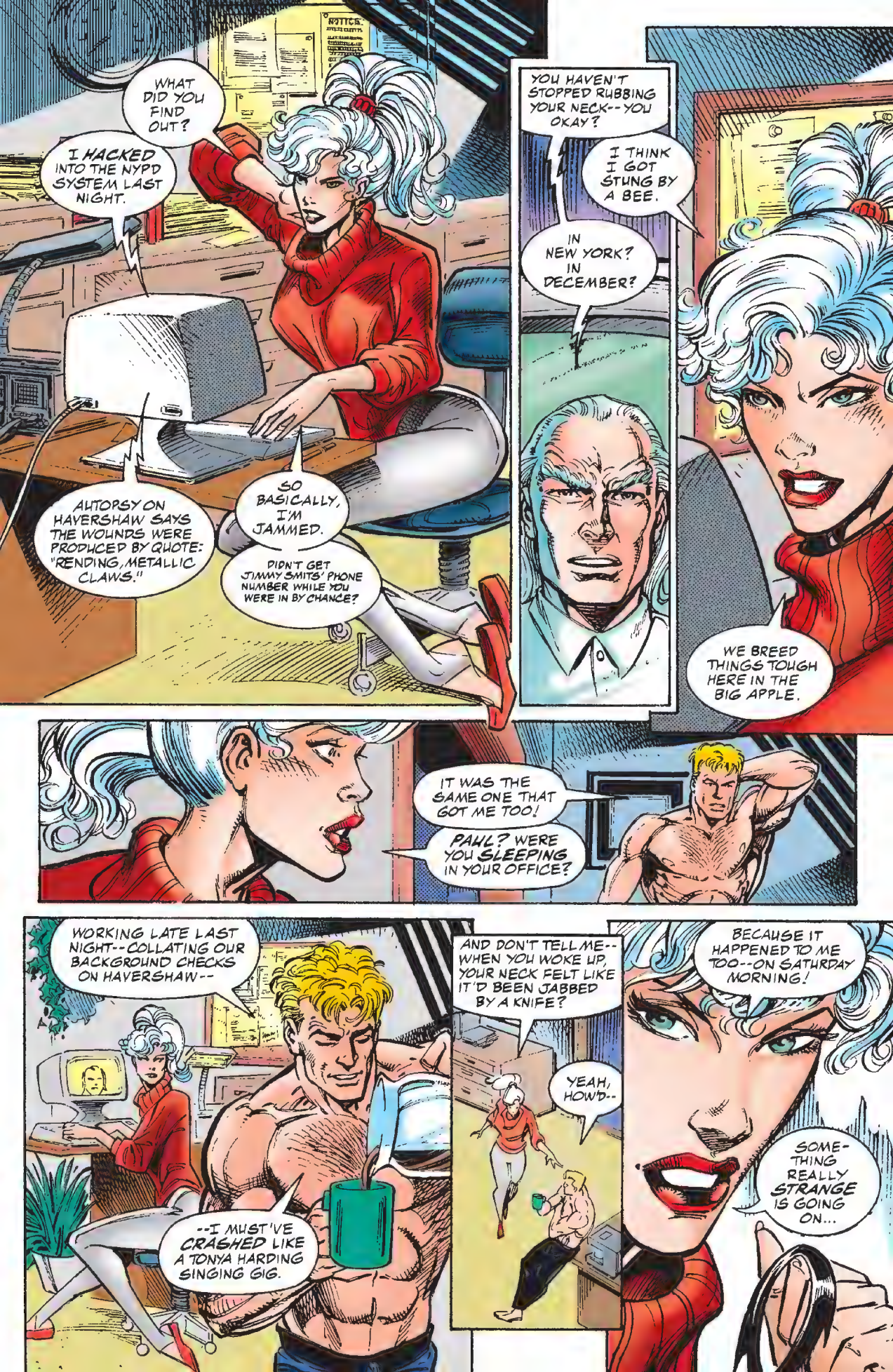
BUT, MARCELLA, LOVE, YOU ARE A SNITCH!
I OWE YOU, KENNY, I KNOW THAT.
IF IT WEREN'T FOR YOU, I WOULDN'T'VE CRACKED THE CASE THAT MADE ME HOMICIDE DETECTIVE.
BUT YOU DON'T HAVE TO BE DORK ENOUGH TO REMIND ME EVERY TIME WE MEET!
NICE PICTURES. MUST BE SOME SECURITY SYSTEM HER BUILDING HAD.
THE PHOTO WAS TAKEN AT EIGHT-EIGHTEEN P.M. ON SATHRDAY.
HEY-- SILVER-HAIRED.. THAT'S FELICIA HARDY!
HARDY. SPANDEX BURGLAR KNOWN AS THE BLACK CAT.
SHE'S BEEN LEGIT SINCE HER PAROLE. SET-UP A RITZY P.I. AGENCY CALLED CAT'S EYE.
AND SHE'S YOUR MAIN SUSPECT? DOES SHE KNOW?
I FED YOU THE SETUP WHICH RAN IN TODAY'S PAPER TO GET A RISE OUT OF HER.
I WANT HER NAMED IN TOMORROW'S EDITION. EVERYTHING WE HAVE IS CIRCUMSTANTIAL RIGHT NOW. I NEED HARDY TO MAKE A MISTAKE.

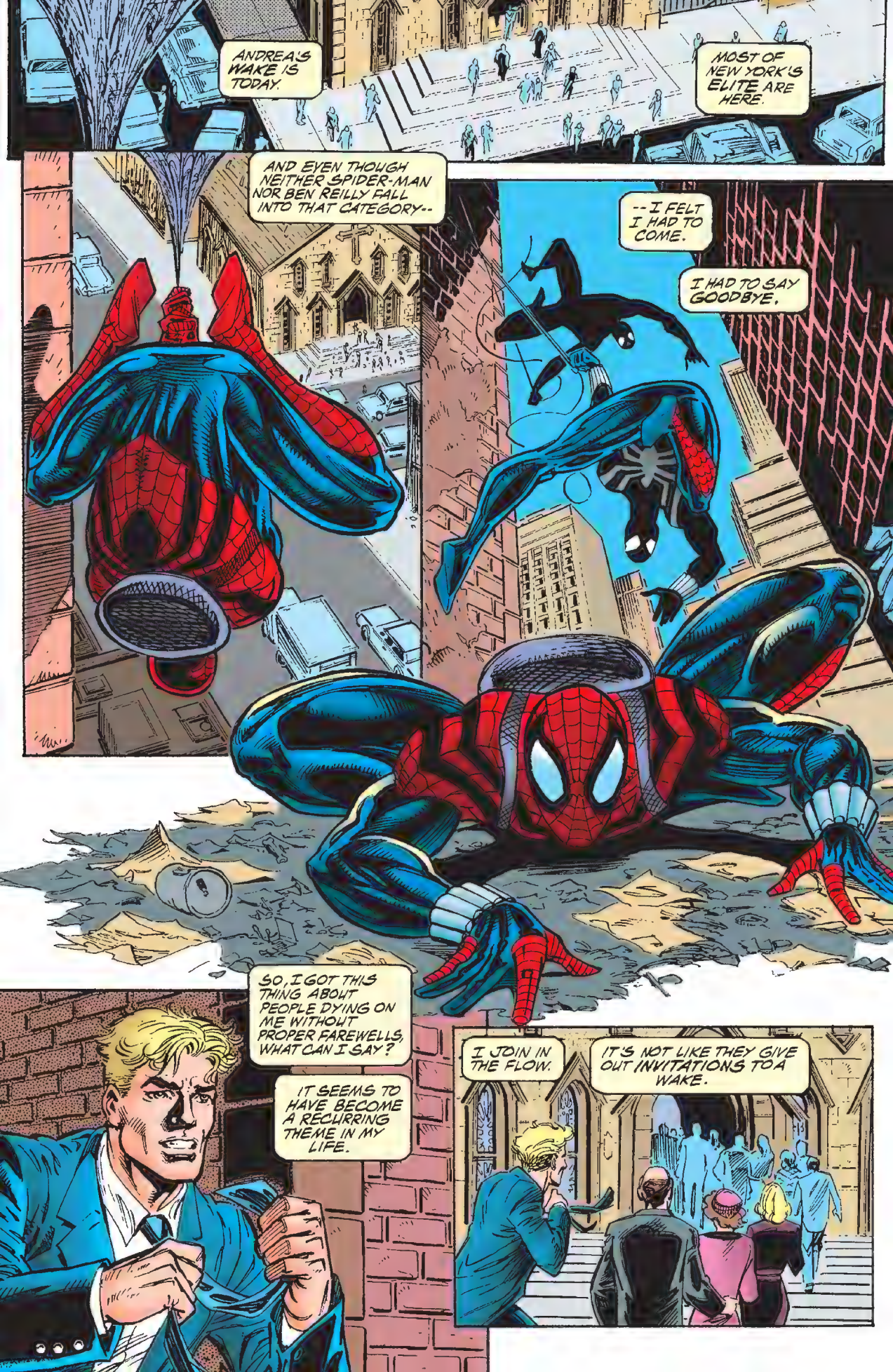
AND THAT'S WHERE I COME IN. PUT THE FULL-COURT PRESS ON HER?
WE USE EACH OTHER, KENNY. IT'S AN OPEN, GIVING RELATION-SHIP.
SO WHAT'S THE ANGLE? BOTCHED ROBBERY TURNED NASTY?
YOU SAID HAVERSHAW'S BODY HAD BEEN RAKED--AS IF BY CLAWS.
WISH IT WERE THAT SIMPLE. WE FOUND A BUNCH OF CANCELED CHECKS.
MADE OUT TO HARDY'S P.I. FIRM. SIGNED BY ANDREA HERSELF.
WHY WOULD HARDY BITE THE HAND THAT FEEDS HER?
DON'T KNOW. YOU PAYING?
SURE.
WELL, I KNOW ONE THING, MARCY...
...WE'RE GOING TO FIND OUT.
THAT WE ARE, KENNY. AND DON'T CALL ME MARCY.
BUT I WILL CALL YOU LATER.
OOHMMMM.
...WHAT THE HECK JUST HAPPENED TO ME?


AFTERNOON. THE BRIGHTON BEACH SECTION OF BROOKLYN.
PAUL PROUST IS THE CO-OWNER OF CAT'S EYE. HE'S ON THE JOB. HE GETS OUT OF HIS AUDI. SLICK CAR. SLICK GUY.
BUT NOT SO SLICK THAT HE SPOTTED THE TAIL WHICH FOLLOWED HIM OUT OF MANHATTAN...
WHAT'S HE DOING OUT HERE?
PATIENCE, SEAN. LET'S KEEP THE "HOTHEADED IRISH COP" STEREOTYPE TO A MINIMUM.
TOUGHER TO DO BY THE MINUTE, MARCY--
GET WITH THE NINETIES, KID. THIS IS BROOKLYN. THAT MEANS WE'RE IN RUSSKIE TERRITORY.
WHAT DOES PROUST OR HARDY OR CAT'S EYE HAVE TO DO WITH THE RUSSIAN MOB?
--SINCE THE BAR HE'S WALKING INTO IS A MOB JOINT.
MAFIA? OUT HERE?

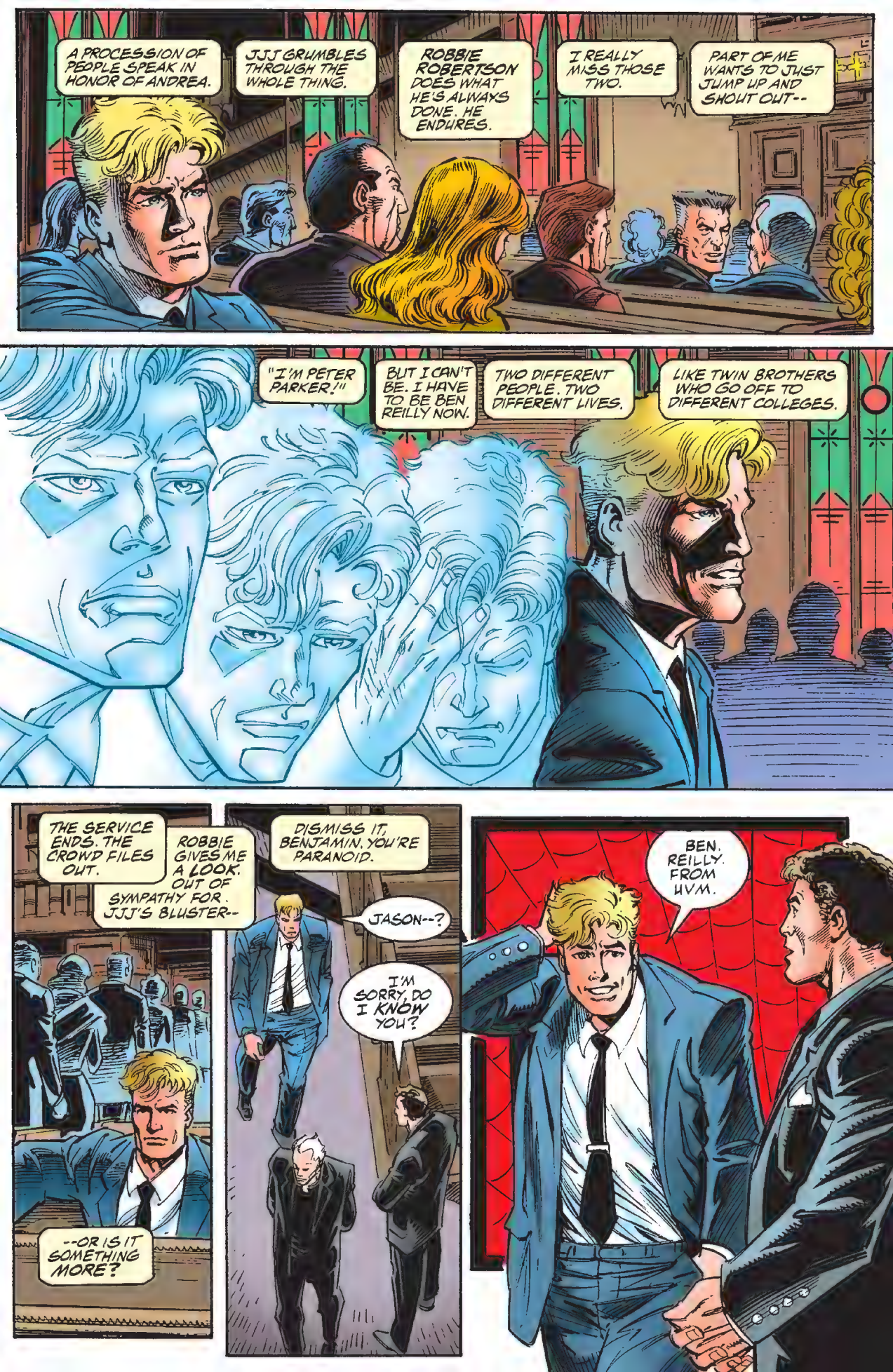
"PATIENCE, MARCELLA KEEP THAT 'FEISTY HISPANIC FIREBRAND' STEREOTYPE TO A MINIMUM AN' MAYBE WE'LL FIND OUT..."
CAN I HAVE A CHARDONNAY, PLEASE?
HMMM... A MERLOT, MAYBE?
UHM... A SCOTCH?
A BEER?
HOW ABOUT SOME VODKA?
GO FIGURE.
WHOAH-- WHAT'S WITH THE STEROID SANDWICH?
HEY, FRIEND, WHO'S THE GUY RATING THE MUSCLE BLANKET?
I AM NOT FRIEND OF YOU.
SO MUCH FOR GLASNOST.

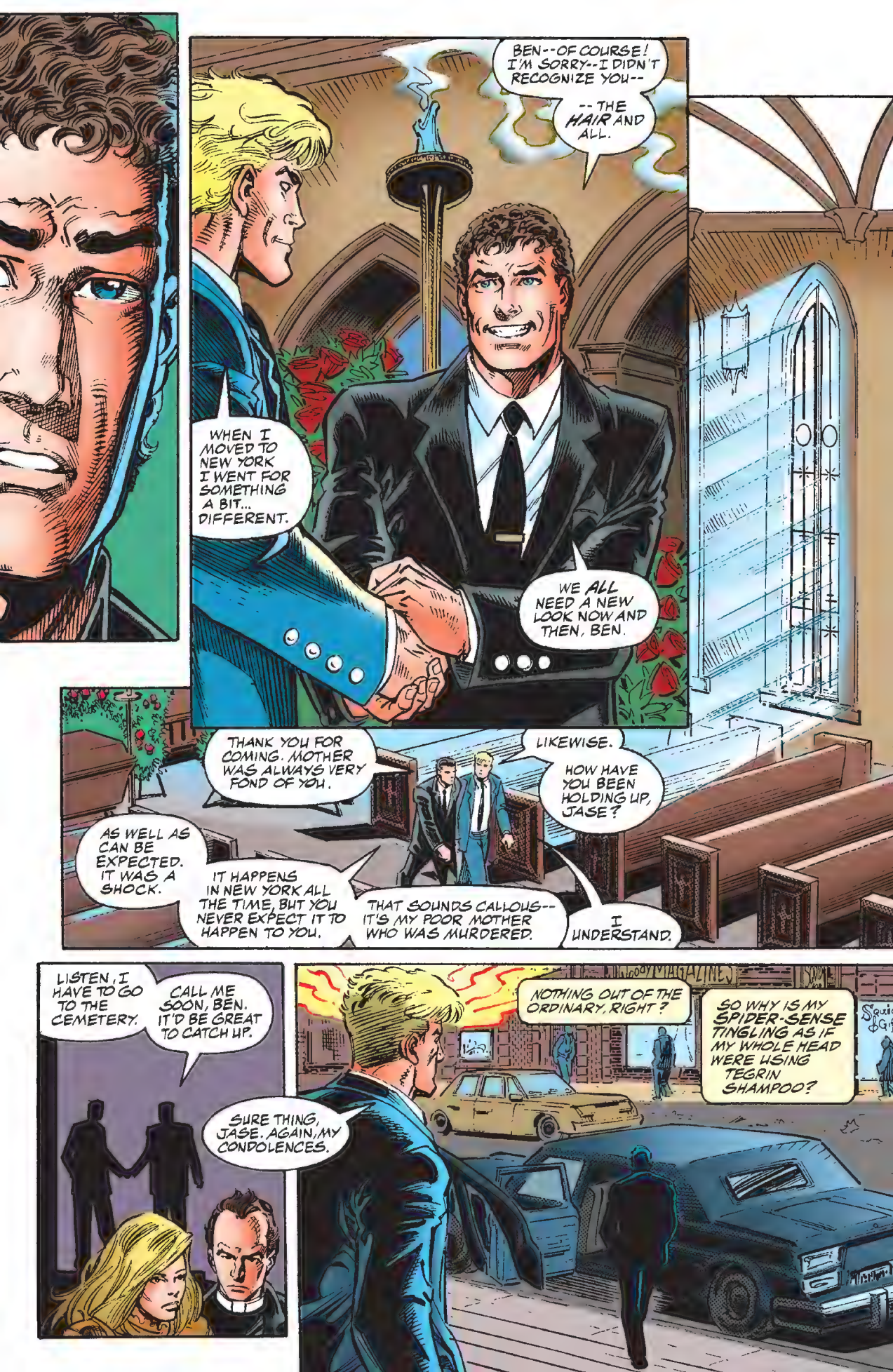
A SILENT STARE IS SHARED BETWEEN THE TWO MEN.
TO PROUST, THE CONVERSATION IS CLEAR.
"YOU DO NOT BELONG HERE," THE MAN SILENTLY SAYS.
"COOL BY ME," PROUST SILENTLY RESPONDS.
AND HE LEAVES...
...THOUGH THE RUSSIAN GANG LORD HAS NO IDEA HOW WRONG HE WAS!
THAT WAS A PRETTY QUICK DRINK!
YEAH, HE PROBABLY WALKED IN AN' ORDERED A WHITE WINE!
WELL, LET'S FOLLOW HIM--
--AND TRY TO FIGURE OUT WHAT THE HECK IS GOING ON HERE WHILE WE'RE STUCK IN TRAFFIC ON THE BQE!
FIFTEEN MINUTES LATER. THE MANHATTAN PENTHOUSE OFFICES OF CAT'S EYE PRIVATE INVESTIGATIONS.
HOW CAN YOU BE A SUSPECT, 'LEESH, IF YOU WEREN'T EVEN THERE?
I WISH I KNEW, LOOP.
IRONIC, HUH?
WHAT?
FOR ALL THE CRIMES YOU DID COMMIT AND NEVER GOT CAUGHT FOR, YOU'RE A SUSPECT IN ONE YOU HAD NOTHING TO DO WITH!
YEAH, ISN'T IRONY JUST SPIFFY?

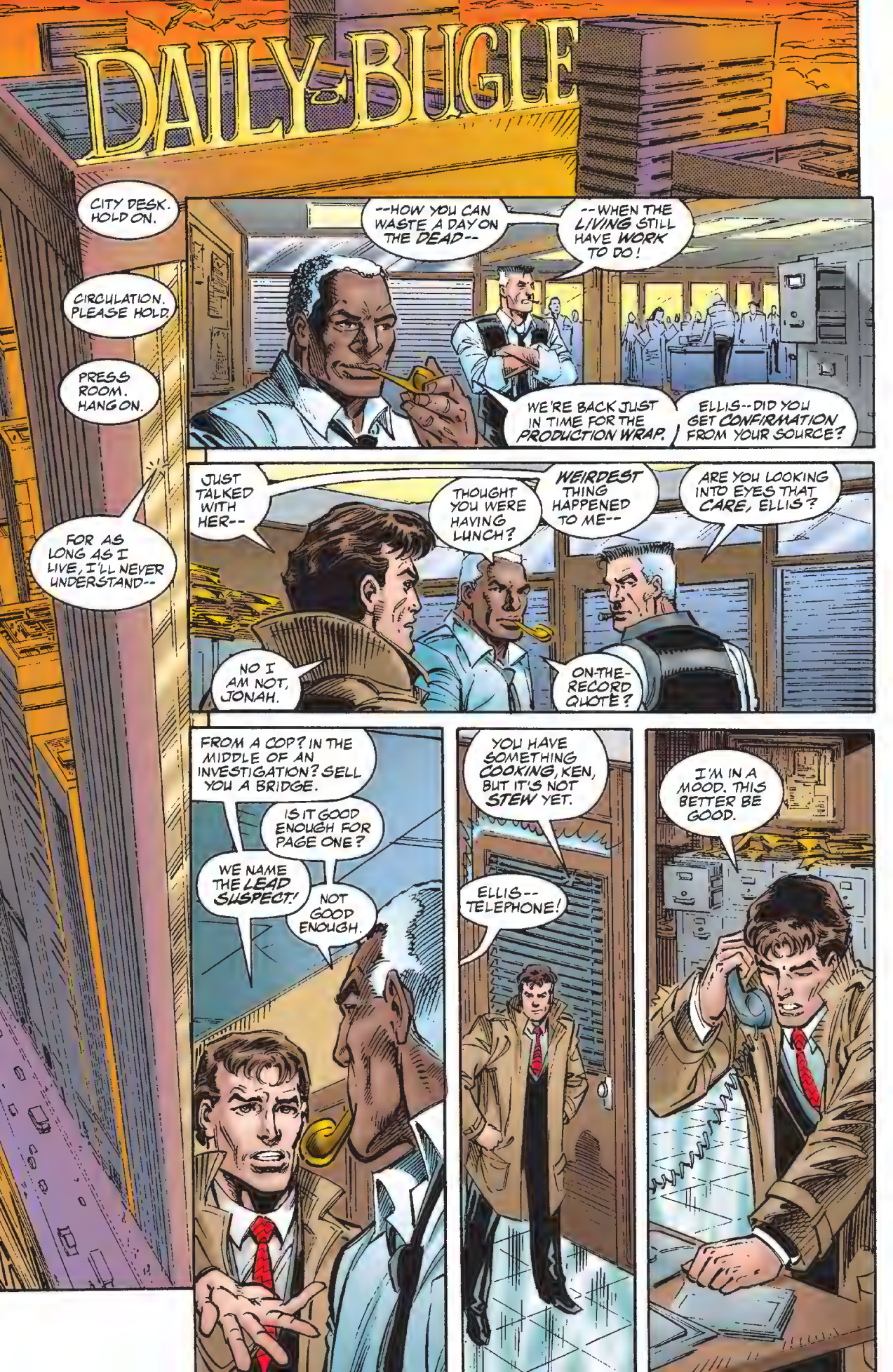

WHAT DID YOU FIND OUT?
I HACKED INTO THE NYPD SYSTEM LAST NIGHT.
AUTOPSY ON HAVERSHAW SAYS THE WOUNDS WERE PRODUCED BY QUOTE: "RENDING, METALLIC CLAWS."
SO BASICALLY, I'M JAMMED.
DIDN'T GET JIMMY SMITS' PHONE NUMBER WHILE YOU WERE IN BY CHANCE?
YOU HAVEN'T STOPPED RUBBING YOUR NECK--YOU OKAY?
I THINK I GOT STUNG BY A BEE.
IN NEW YORK? IN DECEMBER?
WE BREED THINGS TOUGH HERE IN THE BIG APPLE.
IT WAS THE SAME ONE THAT GOT ME TOO!
PAUL? WERE YOU SLEEPING IN YOUR OFFICE?
WORKING LATE LAST NIGHT--COLLATING OUR BACKGROUND CHECKS ON HAVERSHAW--
--I MUST'VE CRASHED LIKE A TONYA HARDING SINGING GIG.
AND DON'T TELL ME--WHEN YOU WOKE UP, YOUR NECK FELT LIKE IT'D BEEN JABBED BY A KNIFE?
YEAH, HOW'D--
BECAUSE IT HAPPENED TO ME TOO--ON SATURDAY MORNING!
SOMETHING REALLY STRANGE IS GOING ON...

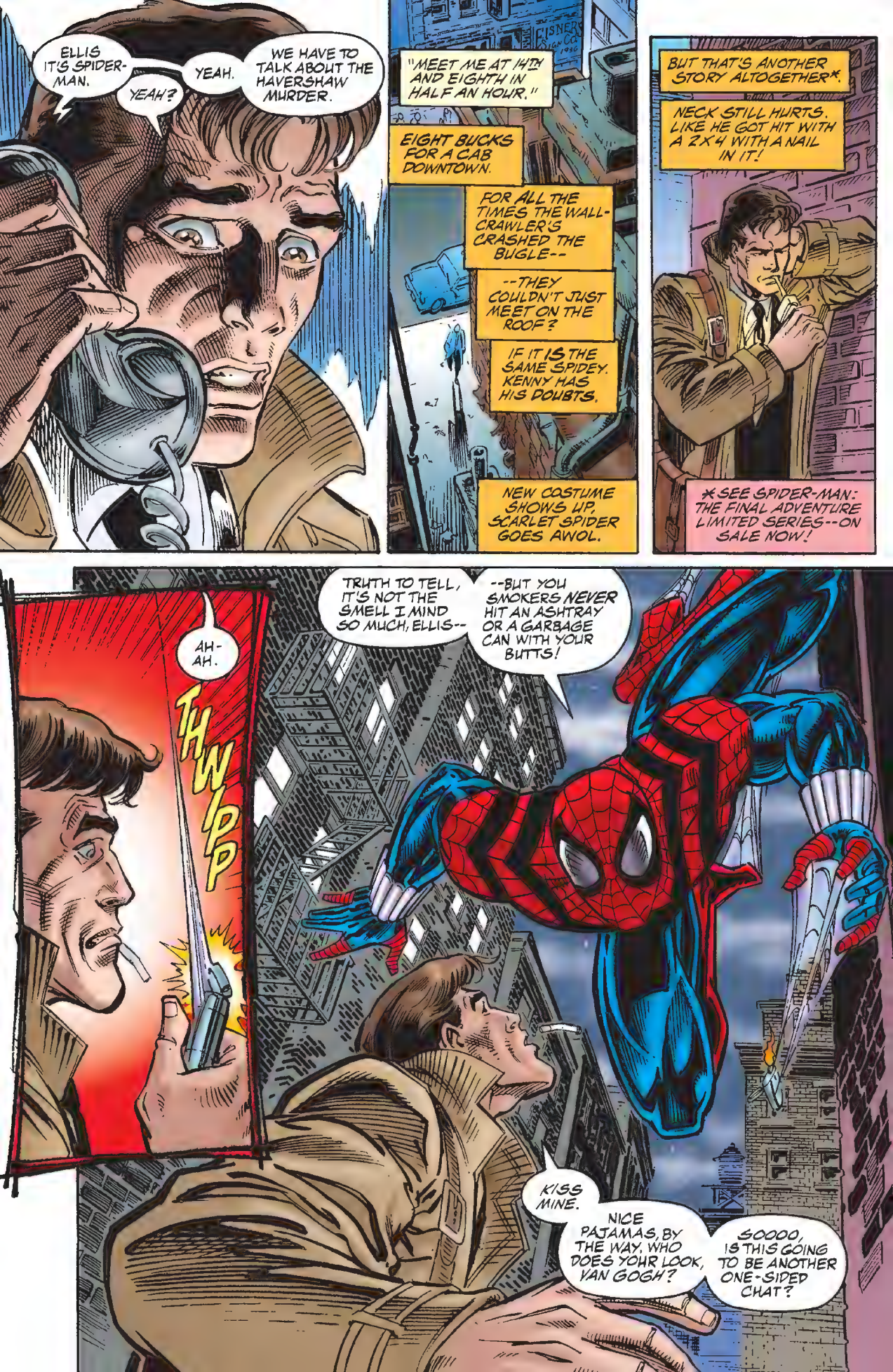

ANDREA'S WAKE IS TODAY.
MOST OF NEW YORK'S ELITE ARE HERE.
AND EVEN THOUGH NEITHER SPIDER-MAN NOR BEN REILLY FALL INTO THAT CATEGORY--
--I FELT I HAD TO COME.
I HAD TO SAY GOODBYE.
SO, I GOT THIS THING ABOUT PEOPLE DYING ON ME WITHOUT PROPER FAREWELLS, WHAT CAN I SAY?
IT SEEMS TO HAVE BECOME A RECURRING THEME IN MY LIFE.
I JOIN IN THE FLOW.
IT'S NOT LIKE THEY GIVE OUT INVITATIONS TO A WAKE.

HUGE CROWD.
THAT'S NICE TO SEE.
IT MEANS PEOPLE CARED ABOUT HER.
LOOK FOR AN INCONSPICUOUS SPOT TO SIT.
I'VE BEEN A BIT JUMPY EVER SINCE I WENT PEROXIDE.
BUT WHAT ARE THE ODDS OF BUMPING INTO ANYONE HERE WHO KNEW ME WHEN I USED TO BE--
EXCUSE ME--
--PETER PARKER--?
WATCH WHERE YOU'RE WALKING, YOUNG MAN!
J. JONAH JAMESON?!
I DON'T KNOW WHETHER TO HUG HIM OR RUN SCREAMING!
WHEN I WAS THAT AGE, WE MINDED OUR MANNERS!
USED TO TAKE AN IRON TO OUR SHIRTS ONCE IN A WHILE, TOO!
I THINK I'LL JUST SIT.
THE SERVICE BEGINS.
I SEE JASON SITTING TOWARD THE FRONT.
HE LOOKS GOOD. LIKE A MAN, NOW.
HE SEEMS TO BE HOLDING UP WELL, ALL THINGS CONSIDERED.

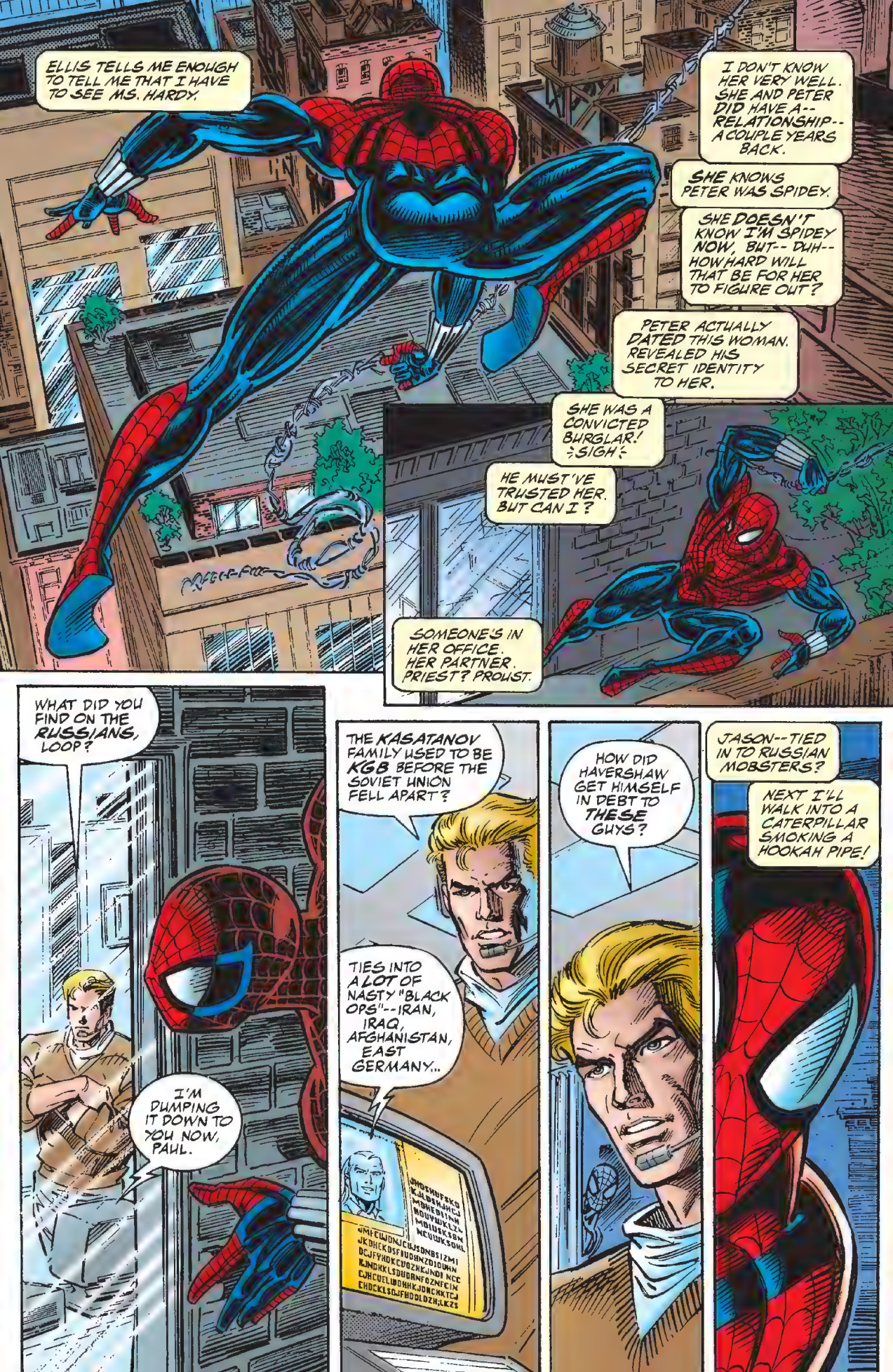

A PROCESSION OF PEOPLE SPEAK IN HONOR OF ANDREA.
JJJ GRUMBLES THROUGH THE WHOLE THING.
ROBBIE ROBERTSON DOES WHAT HE'S ALWAYS DONE. HE ENDURES.
I REALLY MISS THOSE TWO.
PART OF ME WANTS TO JUST JUMP UP AND SHOUT OUT--
"I'M PETER PARKER!"
BUT I CAN'T BE. I HAVE TO BE BEN REILLY NOW.
TWO DIFFERENT PEOPLE. TWO DIFFERENT LIVES.
LIKE TWIN BROTHERS WHO GO OFF TO DIFFERENT COLLEGES.
THE SERVICE ENDS. THE CROWD FILES OUT.
ROBBIE GIVES ME A LOOK. OUT OF SYMPATHY FOR JJJ'S BLUSTER--
--OR IS IT SOMETHING MORE?
DISMISS IT, BENJAMIN. YOU'RE PARANOID.
JASON--?
I'M SORRY, DO I KNOW YOU?
BEN. REILLY. FROM UVM.


BEN--OF COURSE! I'M SORRY--I DIDN'T RECOGNIZE YOU--
--THE HAIR AND ALL.
WHEN I MOVED TO NEW YORK I WENT FOR SOMETHING A BIT... DIFFERENT.
WE ALL NEED A NEW LOOK NOW AND THEN, BEN.
THANK YOU FOR COMING. MOTHER WAS ALWAYS VERY FOND OF YOU.
LIKEWISE.
HOW HAVE YOU BEEN HOLDING UP, JASE?
AS WELL AS CAN BE EXPECTED. IT WAS A SHOCK.
IT HAPPENS IN NEW YORK ALL THE TIME, BUT YOU NEVER EXPECT IT TO HAPPEN TO YOU.
THAT SOUNDS CALLOUS-- IT'S MY POOR MOTHER WHO WAS MURDERED.
I UNDERSTAND.
LISTEN, I HAVE TO GO TO THE CEMETERY.
CALL ME SOON, BEN. IT'D BE GREAT TO CATCH UP.
SURE THING, JASE. AGAIN, MY CONDOLENCES.
NOTHING OUT OF THE ORDINARY, RIGHT?
SO WHY IS MY SPIDER-SENSE TINGLING AS IF MY WHOLE HEAD WERE USING TEGRIN SHAMPOO?


DAILY BUGLE
CITY DESK. HOLD ON.
CIRCULATION. PLEASE HOLD.
PRESS ROOM. HANG ON.
FOR AS LONG AS I LIVE, I'LL NEVER UNDERSTAND--
--HOW YOU CAN WASTE A DAY ON THE DEAD--
--WHEN THE LIVING STILL HAVE WORK TO DO!
WE'RE BACK JUST IN TIME FOR THE PRODUCTION WRAP.
ELLIS--DID YOU GET CONFIRMATION FROM YOUR SOURCE?
JUST TALKED WITH HER--
NO I AM NOT, JONAH.
THOUGHT YOU WERE HAVING LUNCH?
WEIRDEST THING HAPPENED TO ME--
ON-THE-RECORD QUOTE?
ARE YOU LOOKING INTO EYES THAT CARE, ELLIS?
FROM A COP? IN THE MIDDLE OF AN INVESTIGATION? SELL YOU A BRIDGE.
IS IT GOOD ENOUGH FOR PAGE ONE?
WE NAME THE LEAD SUSPECT!
NOT GOOD ENOUGH.
YOU HAVE SOMETHING COOKING, KEN, BUT IT'S NOT STEW YET.
ELLIS--TELEPHONE!
I'M IN A MOOD. THIS BETTER BE GOOD.


ELLIS IT'S SPIDER-MAN.
YEAH?
YEAH.
WE HAVE TO TALK ABOUT THE HAVERSHAW MURDER.
"MEET ME AT 14TH AND EIGHTH IN HALF AN HOUR."
EIGHT BUCKS FOR A CAB DOWNTOWN.
FOR ALL THE TIMES THE WALL-CRAWLER'S CRASHED THE BUGLE--
--THEY COULDN'T JUST MEET ON THE ROOF?
IF IT IS THE SAME SPIDEY. KENNY HAS HIS DOUBTS.
NEW COSTUME SHOWS UP. SCARLET SPIDER GOES AWOL.
BUT THAT'S ANOTHER STORY ALTOGETHER*.
NECK STILL HURTS. LIKE HE GOT HIT WITH A 2X4 WITH A NAIL IN IT!
* SEE SPIDER-MAN: THE FINAL ADVENTURE LIMITED SERIES--ON SALE NOW!
AH-AH.
THWIPP
TRUTH TO TELL, IT'S NOT THE SMELL I MIND SO MUCH, ELLIS--
--BUT YOU SMOKERS NEVER HIT AN ASHTRAY OR A GARBAGE CAN WITH YOUR BUTTS!
KISS MINE.
NICE PAJAMAS, BY THE WAY. WHO DOES YOHR LOOK, VAN GOGH?
SOOOO, IS THIS GOING TO BE ANOTHER ONE-SIDED CHAT?

OF COURSE. I EMPLOY THE BUGS BUNNY METHOD OF COUNTING.
"ONE FER YOU, TEN FER ME."
I'M INTO THIS HAVERSHAW THING.
WHY'M I NOT SURPRISED?
I DON'T KNOW, WHY AREN'T YOU?
COY DOESN'T SUIT YOU, SPIDEY.
YOU AND THE SILVER-HAIRED BEAUTY HAD SOMETHING GOING A WHILE BACK, DIDN'T YOU?
SILVER--? HMM.
IS THE BLACK CAT DEFINITELY INVOLVED IN THIS?
OH, UP TO HER FUR-LINED COLLAR.
EVIDENCE?
MOUNTING.
DAILY BUGLE
PRIME SUSPECT
I GOT 'TIL MIDNIGHT TONIGHT--
--TO MAKE THIS TOMORROW'S FRONT PAGE!
PRIME SUSPECT


ELLIS TELLS ME ENOUGH TO TELL ME THAT I HAVE TO SEE MS. HARDY.
I DON'T KNOW HER VERY WELL. SHE AND PETER DID HAVE A-- RELATIONSHIP-- A COUPLE YEARS BACK.
SHE KNOWS PETER WAS SPIDEY.
SHE DOESN'T KNOW I'M SPIDEY NOW, BUT-- DUH-- HOW HARD WILL THAT BE FOR HER TO FIGURE OUT?
PETER ACTUALLY DATED THIS WOMAN. REVEALED HIS SECRET IDENTITY TO HER.
SHE WAS A CONVICTED BURGLAR! ÷SIGH÷
HE MUST'VE TRUSTED HER. BUT CAN I?
SOMEONE'S IN HER OFFICE. HER PARTNER. PRIEST? PROUST.
WHAT DID YOU FIND ON THE RUSSIANS, LOOP?
I'M DUMPING IT DOWN TO YOU NOW, PAUL.
THE KASATANOV FAMILY USED TO BE KGB BEFORE THE SOVIET UNION FELL APART?
TIES INTO A LOT OF NASTY "BLACK OPS"--IRAN, IRAQ, AFGHANISTAN, EAST GERMANY...
HOW DID HAVERSHAW GET HIMSELF IN DEBT TO THESE GUYS?
JASON--TIED IN TO RUSSIAN MOBSTERS?
NEXT I'LL WALK INTO A CATERPILLAR SMOKING A HOOKAH PIPE!

AIR RAID SIREN GOES OFF BETWEEN MY EARS.
THIS IS ONLY A TEST.
IN CASE OF A REAL EMERGENCY--
--THE BLACK CAT WOULD HAVE SCRATCHED YOUR EYES OUT!
I'M DISAPPOINTED, SPIDER.
THAT YOU MISSED?
NO, THAT YOUR SPIDER-SENSE DETECTED ME AT ALL-- IT'S ONLY SUPPOSED TO DO THAT IF YOU CONSIDERED ME A THREAT TO YOU!
YOU DON'T THINK I'M DANGEROUS, DO YOU?
JUST BECAUSE YOU'RE A CONVICTED FELON UNDER SUSPICION OF MURDER?
ATOM BOMBS.
CANCER.
GALACTUS.
THE WAY SHE FILLS OUT THAT COSTUME.
NOOOO, WHY WOULD I THINK THAT?

DON'T BORE ME WITH THE DETAILS!
YOU KNOW I DIDN'T KILL ANDREA HAVERSHAW!
I DON'T KNOW YOU WELL ENOUGH TO BE CERTAIN.
DON'T LOOK AT HER, BENNY-BOY.
HER BODY BACKLIT BY THE SKYLINE.
WEARING BLACK VINYL...
UHM--THE POLICE THINK YOU MIGHT HAVE!
THE SAME POLICE WHO'VE CONSIDERED YOU A BAD GUY FOR ALL THESE YEARS?
SHE DOES HAVE A POINT.
HER BODY WAS RAKED BY CLAWS!

THAT NARROWS IT
DOWN TO ABOUT
A THOUSAND CANDIDATES.
ANOTHER GOOD POINT.
THWIPP
AND THERE'S A SECURITY VIDEOTAPE SHOWING YOU ENTERING HER BUILDING!
OH, LIKE I WOULD LET MYSELF GET CAUGHT ON TAPE!
SHOW ME SOME RESPECT, SPIDER!
PETER WOULD HAVE...
SHREKK
SO SHE KNOWS. WHAT DID I EXPECT?
SHE'S BEEN INTIMATE WITH PETER.
(DON'T EVEN THINK ABOUT IT.)
BUT LIKE YOU SAY, FELICIA, I'M NOT HIM.
WELL, IF YOU WERE, THIS WOULDN'T BE AN ISSUE. PETER KNOWS--
--THAT THE BLACK CAT DOES NOT KILL!
I WANT TO BELIEVE YOU, FELICIA--I REALLY DO--
REALLY, REALLY, REALLY.

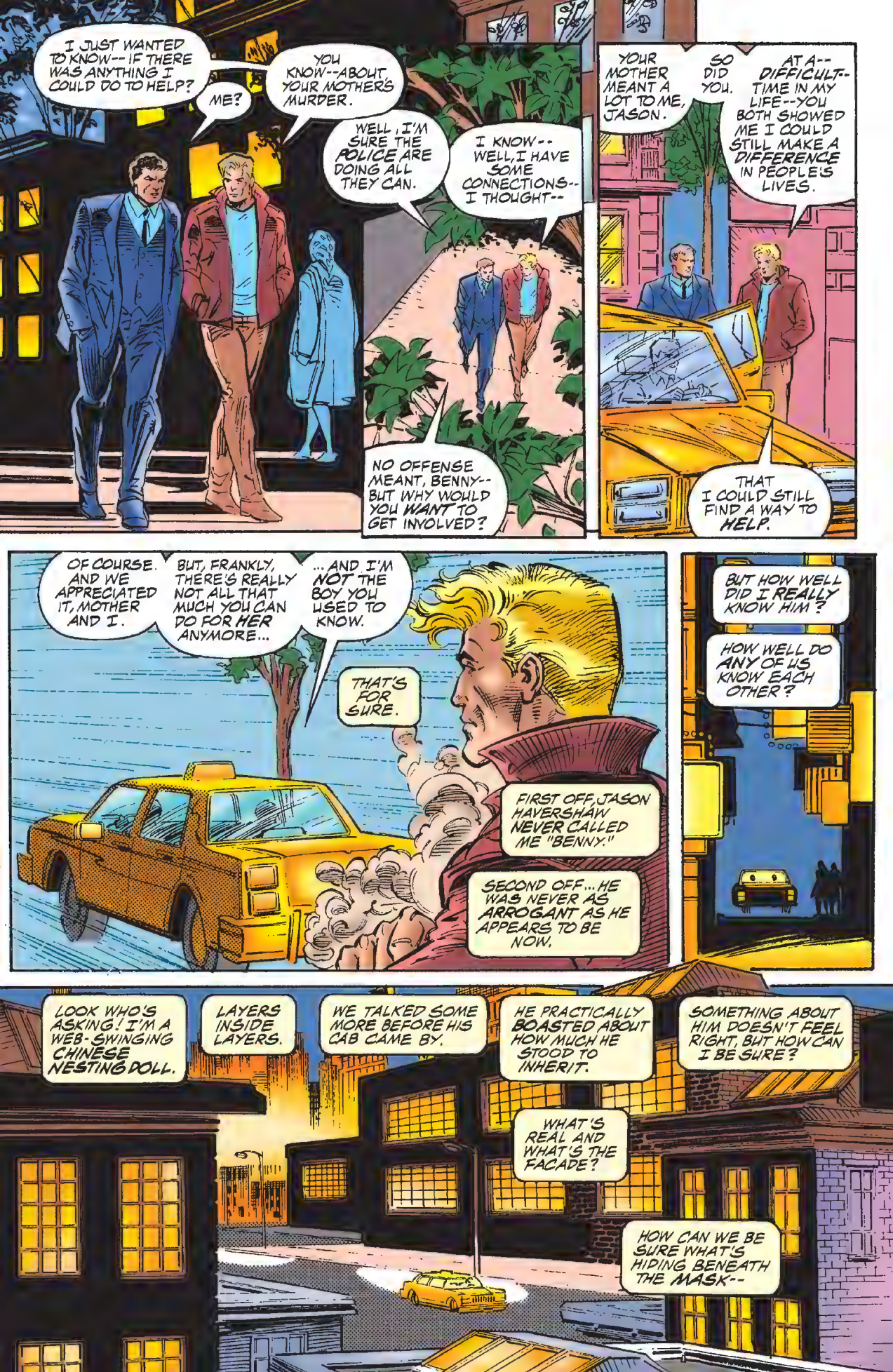
I SHOULDN'T HAVE TO PROVE ANYTHING TO YOU, SPIDER.
ACTUALLY, IN MY OPINION, IT'S THE OTHER WAY AROUND!
WHAT? ARE YOU SERIOUS?
WHAT DO I HAVE TO PROVE TO YOU?
THAT YOU DESERVE THE COSTUME.
THAT YOU DESERVE MY TRUST.
YOUR TRUST?
LADY, I DON'T KNOW WHERE YOU GET OFF--
NO. YOU DON'T.
BUT PETER DID.
THAT'S THE PROBLEM, SPIDER.
AFTER EVERYTHING PETER AND I HAD BEEN THROUGH, WE'D DEVELOPED A BOND--A FRIENDSHIP--AND A TRUST.
HE'D BE THERE FOR ME WHENEVER I NEEDED HIM.
LIKE NOW.
CAN I SAY THE SAME THING ABOUT YOU?
IGNORE HER FINGERS ON YOUR CHEST.

THE SCENT OF HER HAIR.
HER EYES...
I--I GOT MY INFO FROM A BUGLE REPORTER. HE GOT IT STRAIGHT FROM THE POLICE.
THEY HAVE YOU ON TAPE, FELICIA!
I WASN'T THERE THAT NIGHT.
I WAS WORKING AN APARTMENT IN BRIGHTON BEACH.
YOU MEAN ROBBING IT?
NOOOO-- SURVEILLANCE!
YOU WERE FOLLOWING JASON HAVERSHAW, RIGHT?
HIS MOTHER HAD HIRED US THREE WEEKS AGO.
SHE THOUGHT JASON WAS STEALING FROM HER!
TURNS OUT HE OWED SIX FIGURES TO A GANGSTER NAMED KASATANOV.
THAT'S A LOT OF MONEY!
AN AMOUNT WORTH KILLING FOR, ISN'T IT, SPIDER?
STAY FOCUSED, BENJAMIN.
(SHE MAKES THE WOMEN ON BAYWATCH LOOK LIKE SAND CRABS.)

SO, SPIDER--WHAT'S IT GOING TO BE?
FELICIA. OR CAT. OR KITTY.
MS. HARDY--
--MS. HARDY... ARE YOU CLAIMING THAT SOMEONE IMPERSONATING YOU MIGHT HAVE COMMITTED THE MURDER?
TALK TO ME, CAT--THE REPORTER I JUST MET WITH SAID HE WOKE UP IN A RESTAURANT BATHROOM YESTERDAY.
--REMEMBERING NOTHING OF A LUNCH HE APPARENTLY HAD WITH HIS SOURCE--
--AND HIS NECK HAS BEEN SORE EVER SINCE!
MUST BE GOING AROUND. MY PARTNER IS USUALLY JUST A PAIN IN THE NECK, NOW HE HAS ONE, TOO.
DO YOU THINK THE CHAMELEON MIGHT BE INVOLVED IN THIS?
LET ME BUY YOU TWO CLUES, SPIDER--NUMERO UNO--
SHYINK
--THE CHAMELEON IS AT RAVENCROFT INSTITUTE IMPERSONATING A PIECE OF ASPARAGUS!
NUMERO DOS--
OW!
MUCH AS I HATE TO THINK SOMEONE COULD COPY MOI--MNNFF--YEAH, I DO!
DID YOU HURT YOUR NECK DURING OUR LITTLE ROOFTOP DANCE?
NMM--NO--GOT STUNG BY A BEE A COUPLE OF DAYS AGO.

--CATS PREFER TO BE CARESSED, NOT GRABBED!
OUCH.
YOU'RE A BIT MORE... CUSHY IN THE TUSHY... THAN PETER, SPIDEY.
SSSTHIPP
MAYBE YOU'RE NOT CRAWLING AS MUCH AS YOU SHOULD BE?
OKAY, CAT, MAYBE I'M BEING STUBBORN--
--AND MAYBE BY SHOWING ME WHAT KIND OF PERSON YOU REALLY ARE, I CAN BELIEVE YOU'RE NOT A MURDERER.
BUT IF IT WASN'T THE CHAMELEON WHO DID THIS, WHO ELSE COULD IT HAVE BEEN?
DANA CARVEY?
YOU THINK SO?
UHM... HE'D HAVE TROUBLE DOING YOU IN THE--UHM-- LUNG--AREA--
UH-HUH.
...
ANYWAY, WHAT SAY WE FIGURE THIS ALL OUT TOGETHER?
THAT WAY YOU CAN KEEP AN EYE ON ME... JUST IN CASE?
SMART AND BEAUTIFUL.
NOT AT ALL. AND JUST TO PROVE THAT I TRUST YOU--

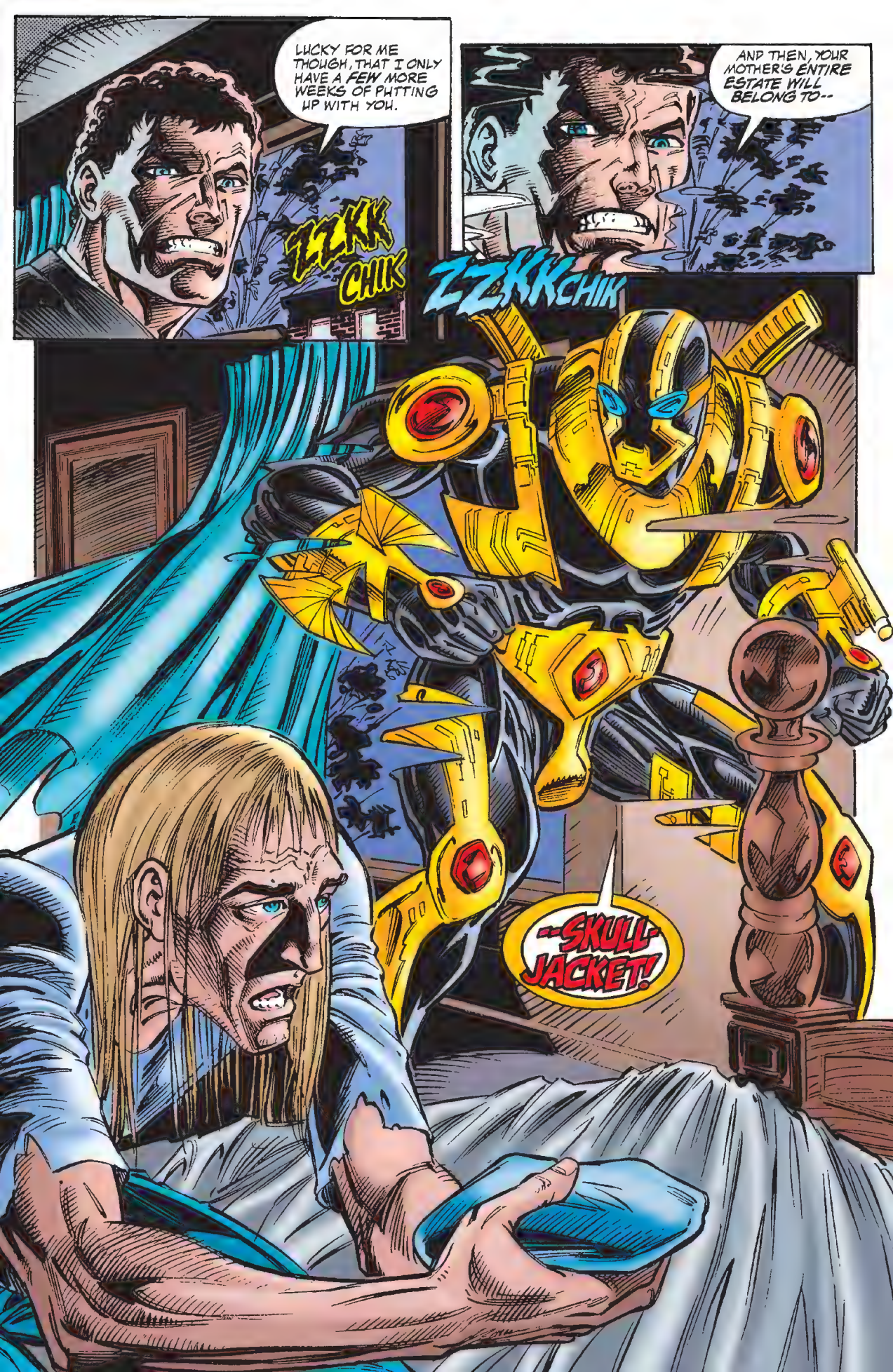
"--I'LL GO PAY JASON HAVERSHAW ANOTHER VISIT WHILE YOU TRY TO WORK OUT THAT RUSSIAN MOB CONNECTION..."
AH, DEAR ANDREA, WHAT A MESS YOU MADE OF A PERFECTLY DELIGHTFUL ARRANGEMENT...
...NOT TO MENTION WHAT A MESS YOU'VE MADE OF THE CARISTAN.
ALL BECAUSE YOU HAD TO START PRYING INTO THINGS WHICH NEEDN'T HAVE CONCERNED YOU.
IT IS A SHAME... I REALLY DID LIKE YOU.
CERTAINLY MORE SO THAN THAT PATHETIC--
BING BONG BING BONG BING BONG BING-BONG
I REALLY HATE THAT BELL.
JASE--HI--I HOPE I'M NOT INTERRUPTING ANYTHING, BUT I REALLY NEED TO TALK WITH YOU.
...
BEN. BEN-- HOW ARE YOU?
NO--NO-- NOT AT ALL. I'D INVITE YOU IN BUT--
--WELL... YOU UNDERSTAND...
NO, BUT I THINK I'M BEGINNING TO.
I HAVE TO MEET SOME PEOPLE DOWNTOWN. WALK ME TILL I GET A CAB?

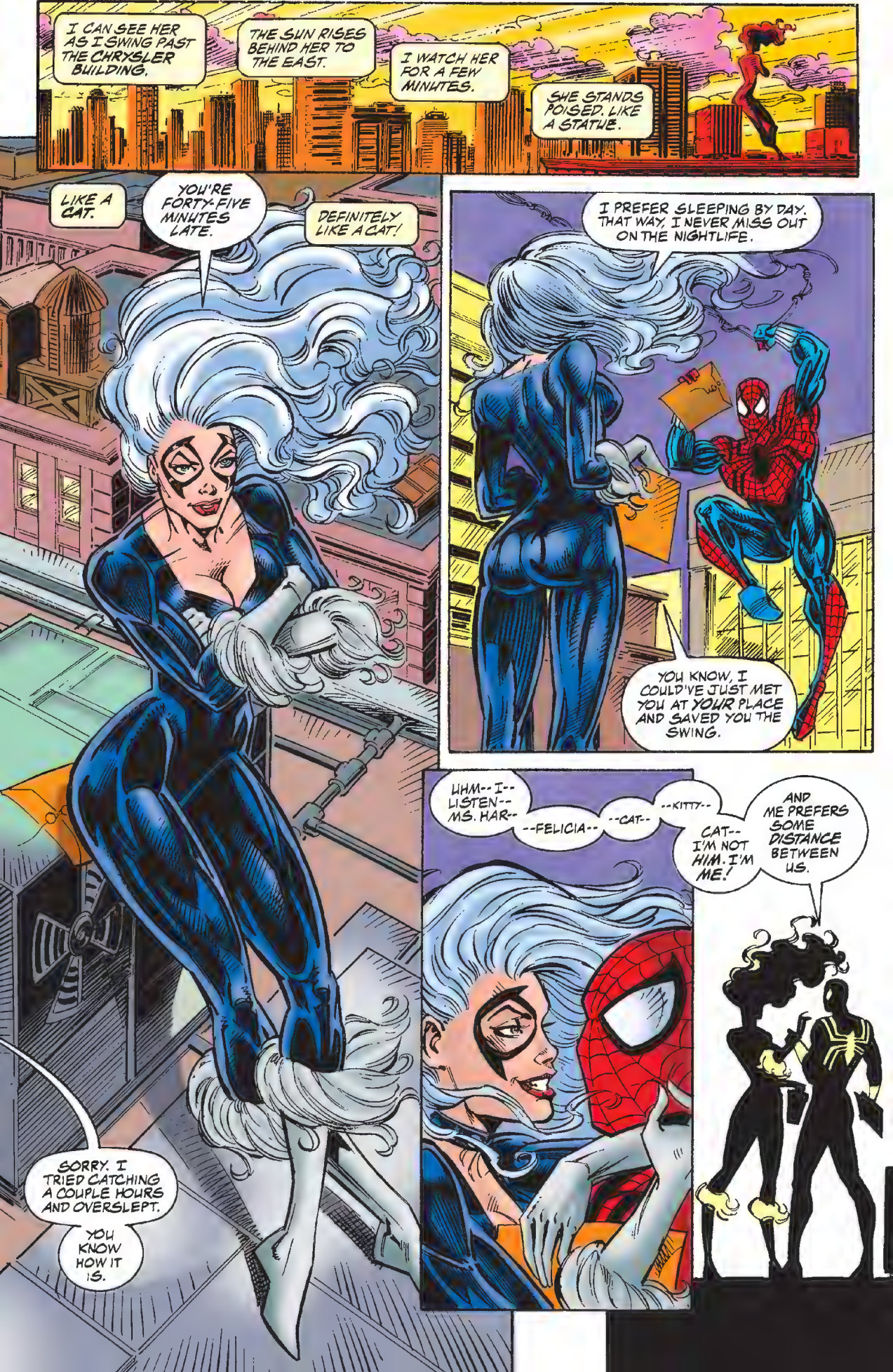

I JUST WANTED TO KNOW--IF THERE WAS ANYTHING I COULD DO TO HELP?
ME?
YOU KNOW--ABOUT YOUR MOTHER'S MURDER.
WELL, I'M SURE THE POLICE ARE DOING ALL THEY CAN.
I KNOW--WELL, I HAVE SOME CONNECTIONS--I THOUGHT--
NO OFFENSE MEANT, BENNY--BUT WHY WOULD YOU WANT TO GET INVOLVED?
YOUR MOTHER MEANT A LOT TO ME, JASON.
SO DID YOU.
AT A--DIFFICULT--TIME IN MY LIFE--YOU BOTH SHOWED ME I COULD STILL MAKE A DIFFERENCE IN PEOPLE'S LIVES.
THAT I COULD STILL FIND A WAY TO HELP.
OF COURSE. AND WE APPRECIATED IT, MOTHER AND I.
BUT, FRANKLY, THERE'S REALLY NOT ALL THAT MUCH YOU CAN DO FOR HER ANYMORE...
...AND I'M NOT THE BOY YOU USED TO KNOW.
THAT'S FOR SURE.
FIRST OFF, JASON HAVERSHAW NEVER CALLED ME "BENNY."
SECOND OFF...HE WAS NEVER AS ARROGANT AS HE APPEARS TO BE NOW.
BUT HOW WELL DID I REALLY KNOW HIM?
HOW WELL DO ANY OF US KNOW EACH OTHER?
LOOK WHO'S ASKING! I'M A WEB-SWINGING CHINESE NESTING DOLL.
LAYERS INSIDE LAYERS.
WE TALKED SOME MORE BEFORE HIS CAB CAME BY.
HE PRACTICALLY BOASTED ABOUT HOW MUCH HE STOOD TO INHERIT.
SOMETHING ABOUT HIM DOESN'T FEEL RIGHT, BUT HOW CAN I BE SURE?
WHAT'S REAL AND WHAT'S THE FACADE?
HOW CAN WE BE SURE WHAT'S HIDING BENEATH THE MASK--

--OF ANYONE WE MEET?
CHIK
KLIK
<IT'S ME.>
<IS VALERI HERE?>
DA.
<BOYS-- BUSY SCHEMING TO CONQUER THE WORLD, I SEE.>
<HAVE YOU GOTTEN THE MONEY YET?>
<WHY, I AM FINE, VALERI, AND HOW ARE YOU?>
<THE MONEY?>
:SIGH.:
<THIS IS A FAR MORE COMPLICATED BROTH THAN THE USUAL "BREAK HIS THUMBS UNTIL HE PAYS" CUISINE YOU TEND TO DINE ON, KASATANOV.>
<ALL I KNOW IS THAT SPOILED AMERICAN BRAT OWES ME ONE-HUNDRED AND THIRTY FIVE THOUSAND DOLLARS--
<--AND SEVENTY-TWO CENTS!>
<VAL...YOU'RE ADORABLE WHEN YOUR NOSE GLOWS RED LIKE THAT.>
<LIGHTEN UP ON THE STOLIE-- AND THE STOGIE-- DEAR BOY.>
<I HAVE TOLD YOU, WHEN I AM FINISHED, YOU WILL HAVE ONE HUNDRED TIMES WHAT JASON HAVERSHAW OWED YOU!>
A
A
A
A
5
5

SUCH A NICE NIGHT FOR A MIDNIGHT STROLL.
GEE WHIZ, THE BIG APPLE SURE HAS CHANGED IN THE TIME I WAS GONE.
THE IDLE RICH HAVE NO PROBLEMS TAKING A WALK THROUGH A CESSPOOL LIKE ALPHABET CITY ANYMORE!
OH, LOOKEE HERE. IT'S A PARTY.
GO FIGURE.
SOMEONE ELSE IS FOLLOWING JASON AS WELL.
THE CAR MIGHT AS WELL HAVE "UNMARKED POLICE VEHICLE" STENCILED ON ITS ROOF!
AND IS THE JASON I KNEW CAPABLE OF KILLING HIS OWN MOTHER?
ARE THE COPS SUSPICIOUS OF HIM ALSO?
COULD THE BLACK CAT ANGLE HAVE BEEN JUST A RUSE TO TRY AND GET JASON TO MAKE A MISTAKE?

TOO MANY QUESTIONS.
ONE ANSWER.
I DON'T KNOW.
DID YOU GET IT--?
HERE.
--DO YOU KNOW-- DO YOU--
--WHERE MY FREE-BASING STUFF IS--?
PATHETIC, JASON.
ABSOLUTELY PATHETIC.
AAAH--


LUCKY FOR ME THOUGH, THAT I ONLY HAVE A FEW MORE WEEKS OF PUTTING UP WITH YOU.
ZZKK CHIK
AND THEN, YOUR MOTHER'S ENTIRE ESTATE WILL BELONG TO--
ZZKKCHIK
--SKULL-JACKET!


I CAN SEE HER AS I SWING PAST THE CHRYSLER BUILDING.
THE SUN RISES BEHIND HER TO THE EAST.
I WATCH HER FOR A FEW MINUTES.
SHE STANDS POISED. LIKE A STATUE.
LIKE A CAT.
YOU'RE FORTY-FIVE MINUTES LATE.
DEFINITELY LIKE A CAT!
I PREFER SLEEPING BY DAY. THAT WAY, I NEVER MISS OUT ON THE NIGHTLIFE.
YOU KNOW, I COULD'VE JUST MET YOU AT YOUR PLACE AND SAVED YOU THE SWING.
SORRY. I TRIED CATCHING A COUPLE HOURS AND OVERSLEPT.
YOU KNOW HOW IT IS.
UHM-- I-- LISTEN-- MS. HAR--
--FELICIA--
--CAT--
--KITTY--
CAT-- I'M NOT HIM. I'M ME!
AND ME PREFERS SOME DISTANCE BETWEEN US.

DO YOU, REALLY--?
NO.
YES!
WHAT DID YOU GET?
SHOW ME YOURS AND I'LL SHOW YOU MINE.
OH, WAIT, TOO LATE... I'VE ALREADY SEEN YOURS...
HEY!
GEEZ, LIGHTEN UP! YOU'RE TIGHT ENOUGH TO PASS DIAMONDS!
YOU GO AHEAD AND TELL ME WHAT YOU GOT!
JASON STANDS TO INHERIT OVER TWENTY FOUR MILLION DOLLARS.
AND THE COPS HAVE SUSPECTED HIM ALL ALONG.
YOU MEAN MY FACE IS GOING TO BE PLASTERED ALL OVER THIS MORNING'S BUGLE--
--AND THE COPS KNOW I DIDN'T KILL HIM?
LISTEN, CAT-- THEY HAVE YOU ON VIDEOTAPE IN ANDREA'S HOUSE!
MAYBE THEY SUSPECT JASON HIRED YOU TO KILL HIS MOTHER?
MAYBE THEY'RE PUTTING THE SQUEEZE ON YOU SO YOU'LL TURN HIM IN.
I KNOW EXACTLY WHAT YOU MEAN, SPIDER.
WHY SHOULDN'T THE COPS THINK I'D DOUBLE-CROSS ANDREA FOR A BUCK?

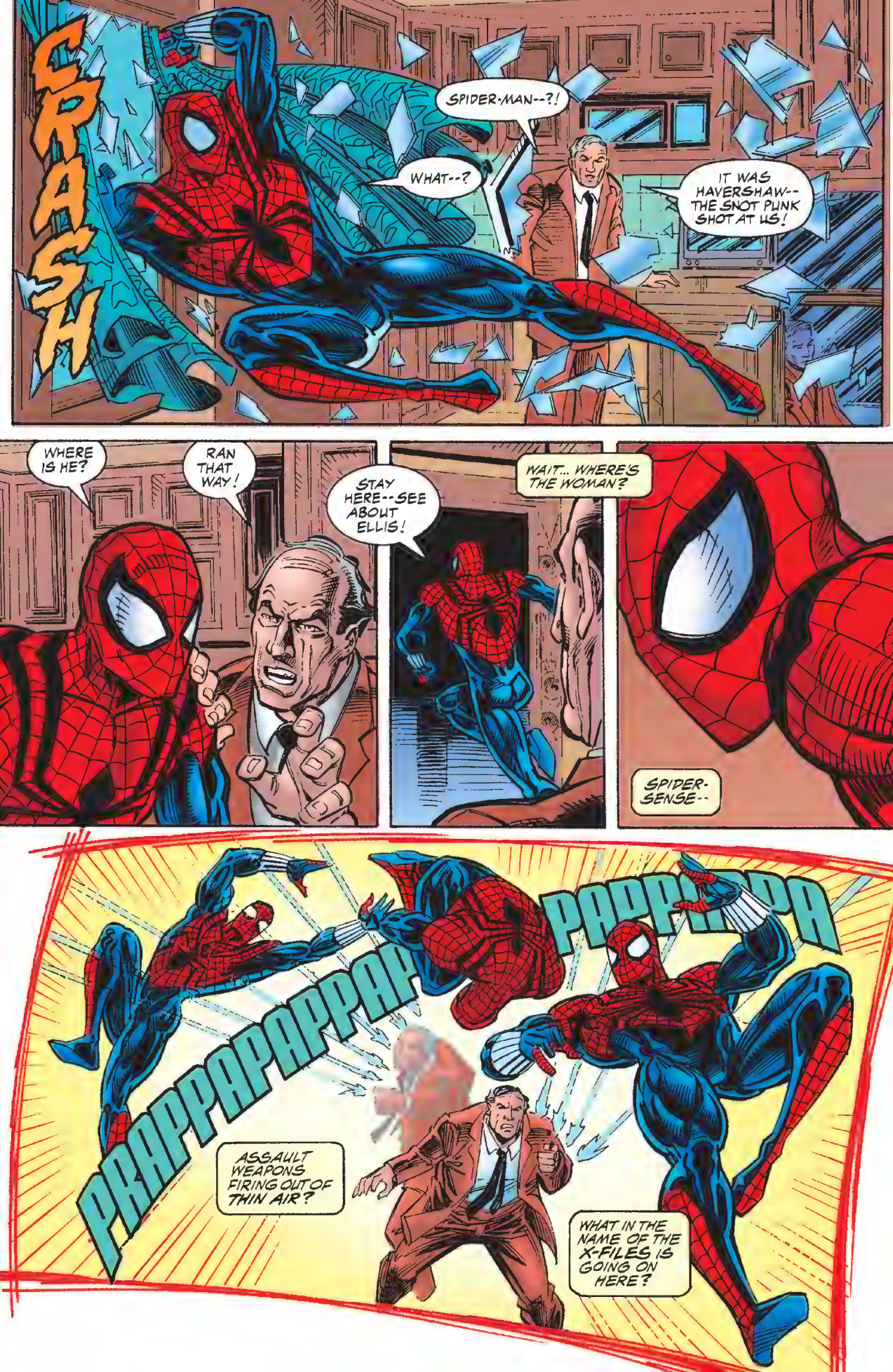
AFTER ALL, I AM NOTHING MORE THAN A CONVICTED FELON, RIGHT?
NO, CAT-- WAIT-- I KNOW HOW--
CAT...
SHE HAS EVERY RIGHT TO FEEL HURT.
MAD I MUST BE? I DOUBT IT.
HERE'S THE INFO WE DUG UP ON THE KASATANOVS CHOKE ON IT!
WE ALL JUDGE EACH OTHER ON FACE VALUE, DON'T WE? RIGHT OR WRONG.
CAT'S EYE SURVEILLANCE PICTURES OF THE KASATANOVS.
JASON CAUGHT BUYING DRUGS FROM THEM ON FILM.
CLEAR ANGLE. NICE LIGHTING. KIND OF PICS I USED TO MAKE A LIVING TAKING.
THE KIND OF PICS I MIGHT BE ABLE TO USE--

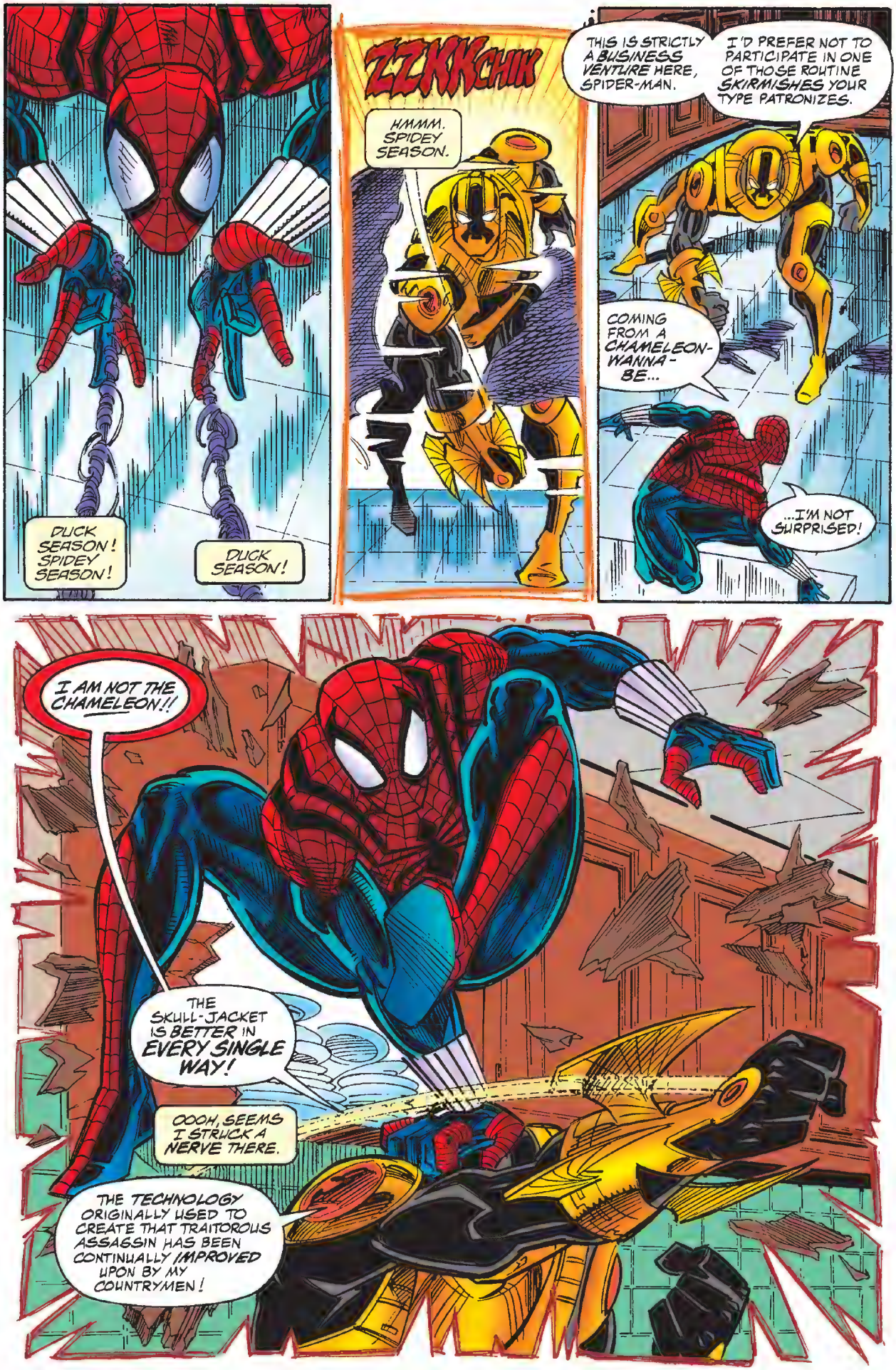
--TO NAIL JASON AND CLEAR FELICIA'S NAME ALL AT ONCE...
LET'S JUST HOPE THE DORK IS AT WORK ALREADY...
YOU HAVE TO HANG BACK, ELLIS.
YOU WERE ONLY GIVEN A RIDE TO THIS BUST--
--BECAUSE SPIDEY GAVE YOU THE EVIDENCE WE NEEDED TO SECURE A SEARCH WARRANT.
NOK
NOK
CELLANOS. MURPHY. HOMICIDE.
THANK YOU FOR NOT RINGING THAT DREADFUL BELL, DETECTIVE.
HOW CAN I HELP YOU?
BY TAKING OFF THE MASK AND SHOWING US THE REAL YOU, JASON.
BY ADMITTING YOU HIRED SOMEONE TO IMPERSONATE FELICIA HARDY TO MURDER YOUR MOTHER!
COME CLEAN, JASE--
--SO THAT I CAN STOP FEELING--
--THE WEIGHT OF EVERYONE'S EXPECTATIONS ON MY BACK.
AND SO THAT YOUR MOTHER CAN REST IN PEACE.
AND SO THAT A BEAUTIFUL YOUNG WOMAN CAN HAVE SOME OF HER LOST FAITH RESTORED.
WHILE A CERTAIN FRIENDLY, NEIGHBORHOOD SPIDER-MAN LOSES ANOTHER PIECE OF HIS OWN...

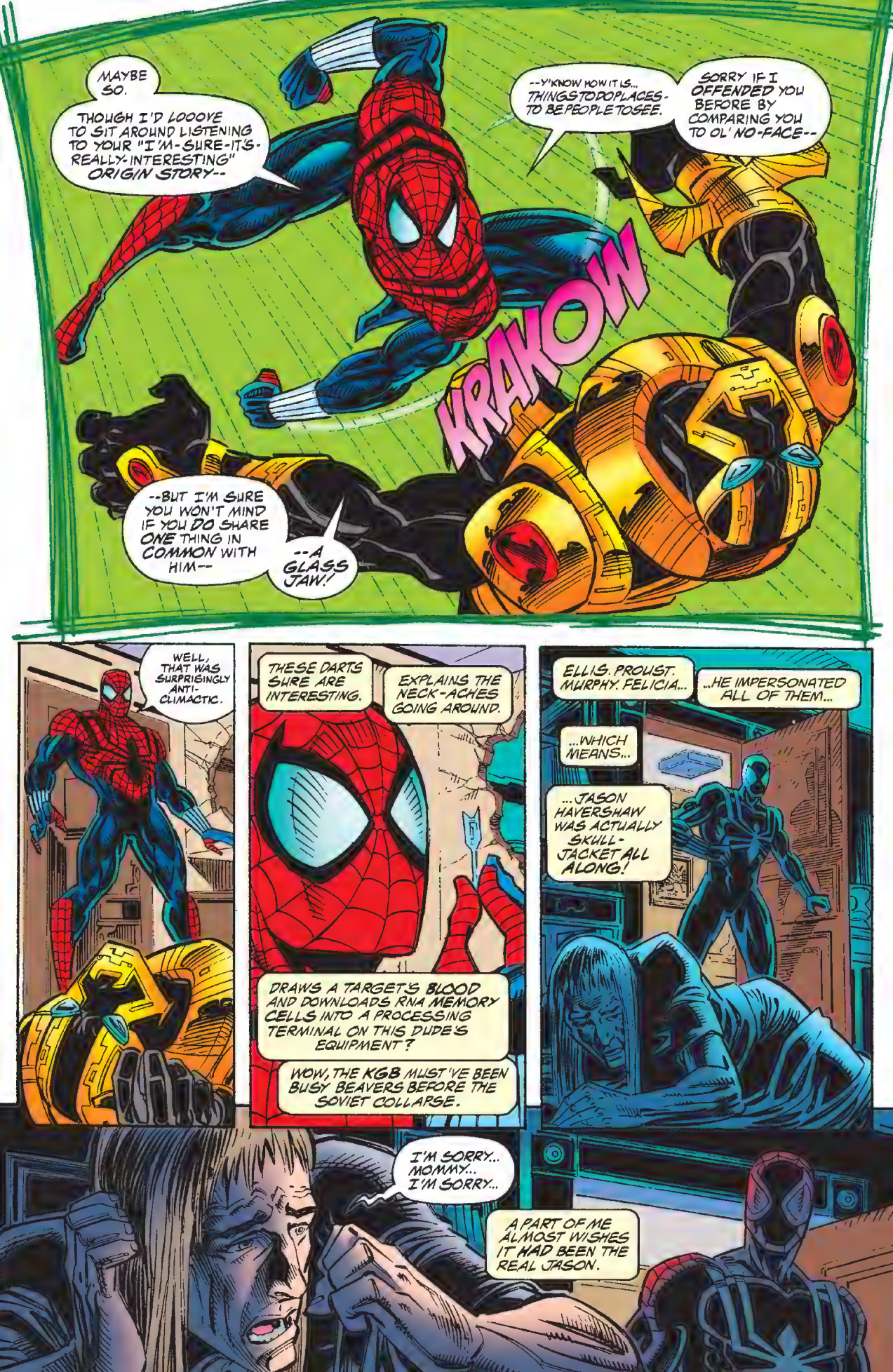
--CAN I GET YOU SOME COFFEE?
SURE, THANKS.
ONE THING I DON'T UNDERSTAND--
--WHY WOULD YOU NEED A SEARCH WARRANT WHEN THIS WAS THE SCENE OF THE MURDER?
WELL, IT'S A PROTOCOL THING.
THE D.A.'S OFFICE ALWAYS WANTS US TO COVER OUR BUTTS WHEN WE SEARCH FOR EVIDENCE.
EVIDENCE?
WELL, SOME... INTERESTING... THINGS HAVE COME UP...
...REGARDING YOUR INHERITANCE--
--AND SOME OF YOUR OUTSTANDING DEBTS...
THE PLACE IS A TOTAL MESS ONCE YOU GET INTO IT.
LIKE KEEPING THE MAIN ENTRANCE CLEAN IS JUST A... COVER--FOR WHAT?
DISCARDED SYRINGES?
BUT HAVERSHAW'S ARMS WERE CLEAN.
SHOOTING BETWEEN HIS TOES? NO.
FOLLOW THE GARBAGE, MARCELLA. LIKE A TRAIL...

MURPH-- ARREST THAT GUY NOW!!
BARON
I CAN'T SAY AS HOW I'M DISAPPOINTED THAT MY CHARADE IS OVER.
TUHPP
AAGH--!
I HAD GROWN RATHER WEARY OF LIVING INSIDE THIS CHILD'S SKIN!
AH...
SPAKK
BUT RUINING MY PLANS WILL STILL COST YOU ALL A VERY HEAVY PRICE!
FREEZE!
ZZKK
SHIK
HMM...
...NO, I THINK NOT.
I DON'T RECALL GIVING YOU A CHOICE.

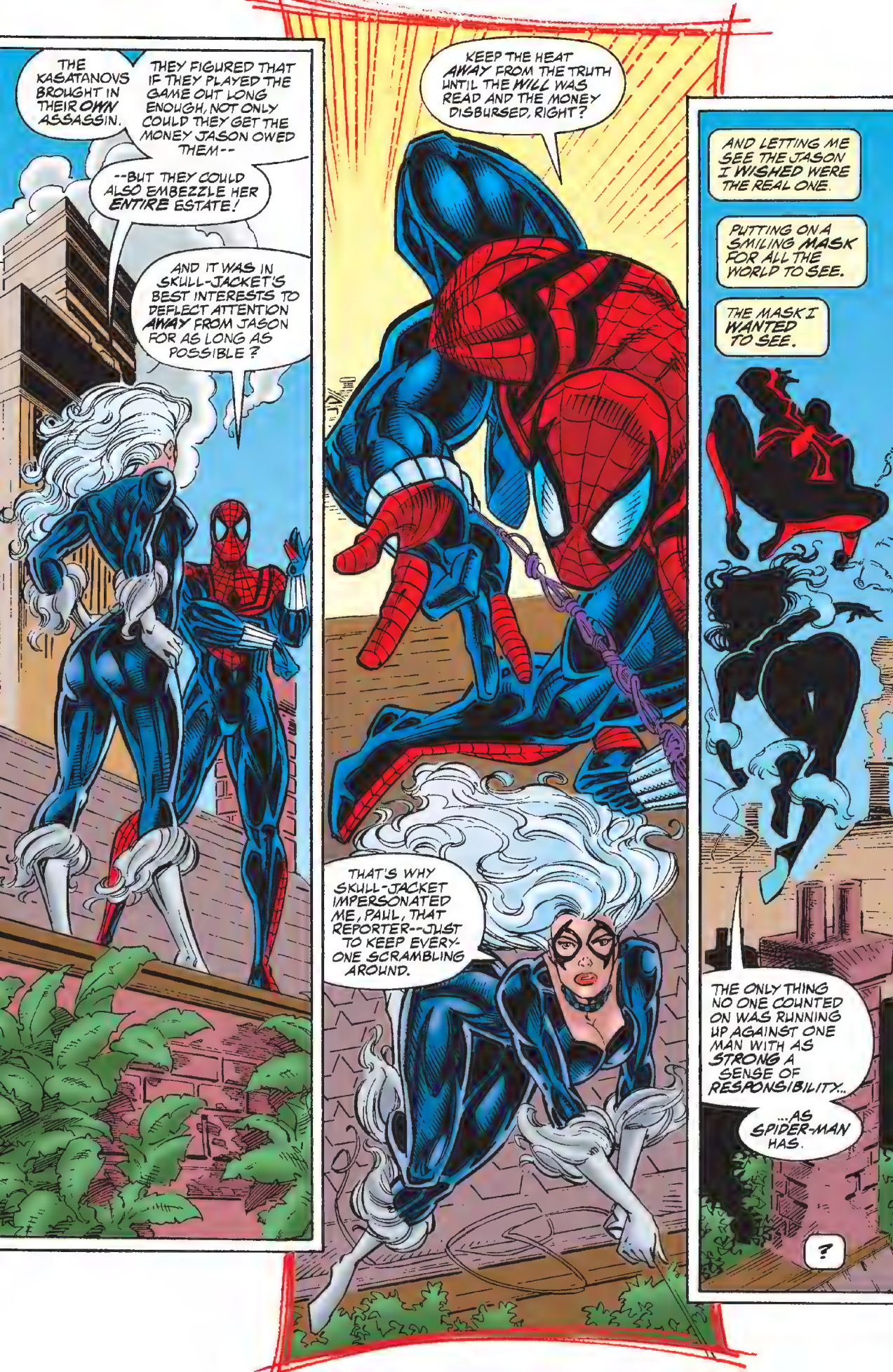
PRAPPAPRAPPA
NNMMFF
GUNFIRE?!
DID THEY SHOOT JASON?!
OR--COULD HE HAVE FIRED ON TWO CORS?
ONLY ONE WAY TO FIND OUT..
SORRY, MURPH, FOR REMOVING THIS NEURO-DART SO QUICKLY.
BUT, ON YOU, THAT'S PROBABLY AN IMPROVEMENT.
YOUR NECK IS GOING TO BE A RATHER ACHING ENCUMBRANCE BETWEEN HEAD AND SHOULDERS FOR QUITE A WHILE.
LET ME JUST DOWNLOAD THE RNA SEQUENCING INTO MY IMAGING TERMINAL...
ZZKKCHK
...AND THE HOLO-GRAPHIC PROJEC-TORS TURN ME INTO A DONUT-EATING FLATFOOT IN NO TIME AT ALL!
OOOH, SORRY TO HEAR ABOUT YOUR SON, MURPH. MUST BE TOUGH FOR A "MAN'S MAN" LIKE YOU TO DEAL WITH THAT, HUH?

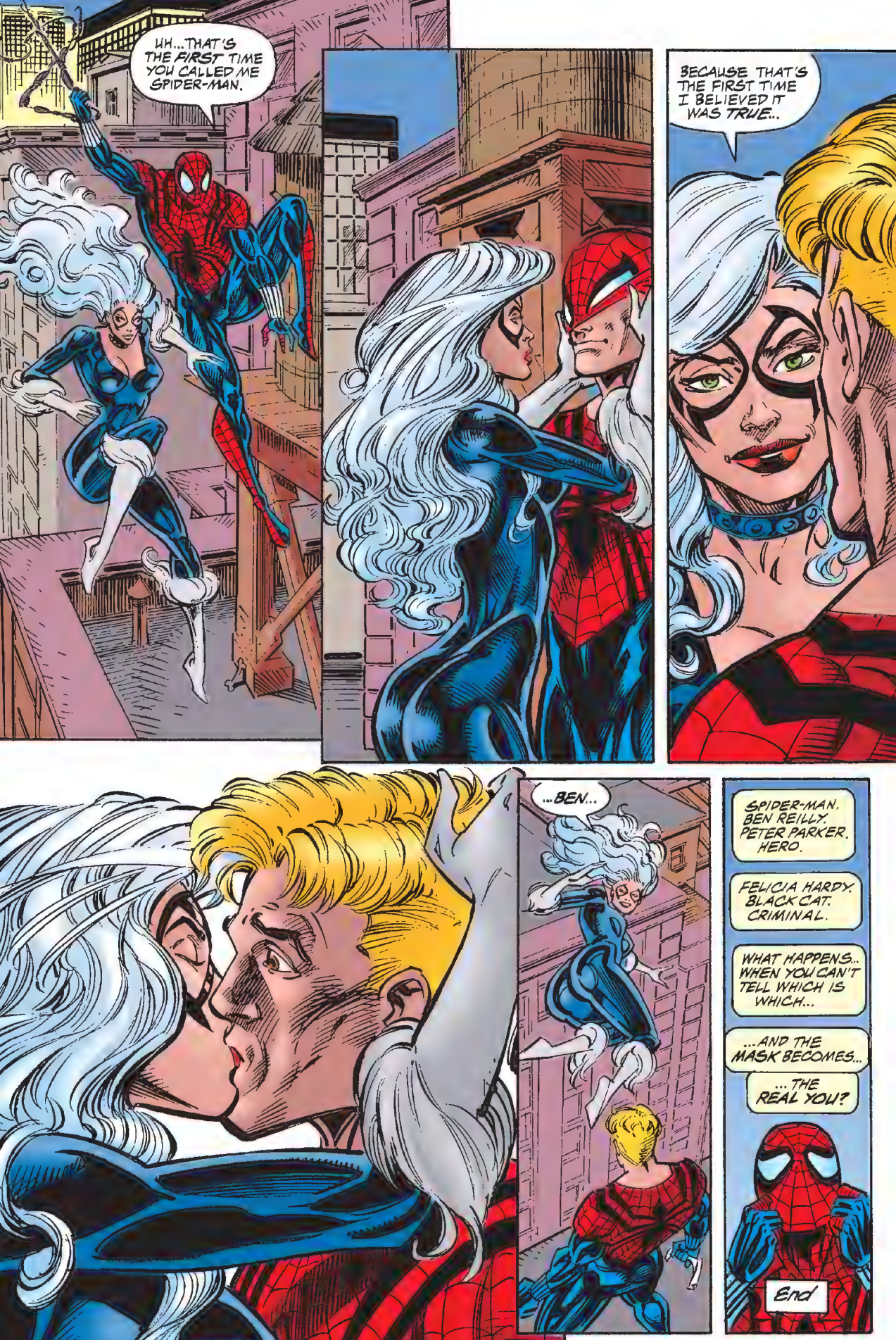

CRASH
SPIDER-MAN--?!
WHAT--?
IT WAS HAVERSHAW-- THE SNOT PUNK SHOT AT US!
WHERE IS HE?
RAN THAT WAY!
STAY HERE--SEE ABOUT ELLIS!
WAIT... WHERE'S THE WOMAN?
SPIDER-SENSE--
PRAPPAPAPPAP
PRAPPAPAPPAP
ASSAULT WEAPONS FIRING OUT OF THIN AIR?
WHAT IN THE NAME OF THE X-FILES IS GOING ON HERE?

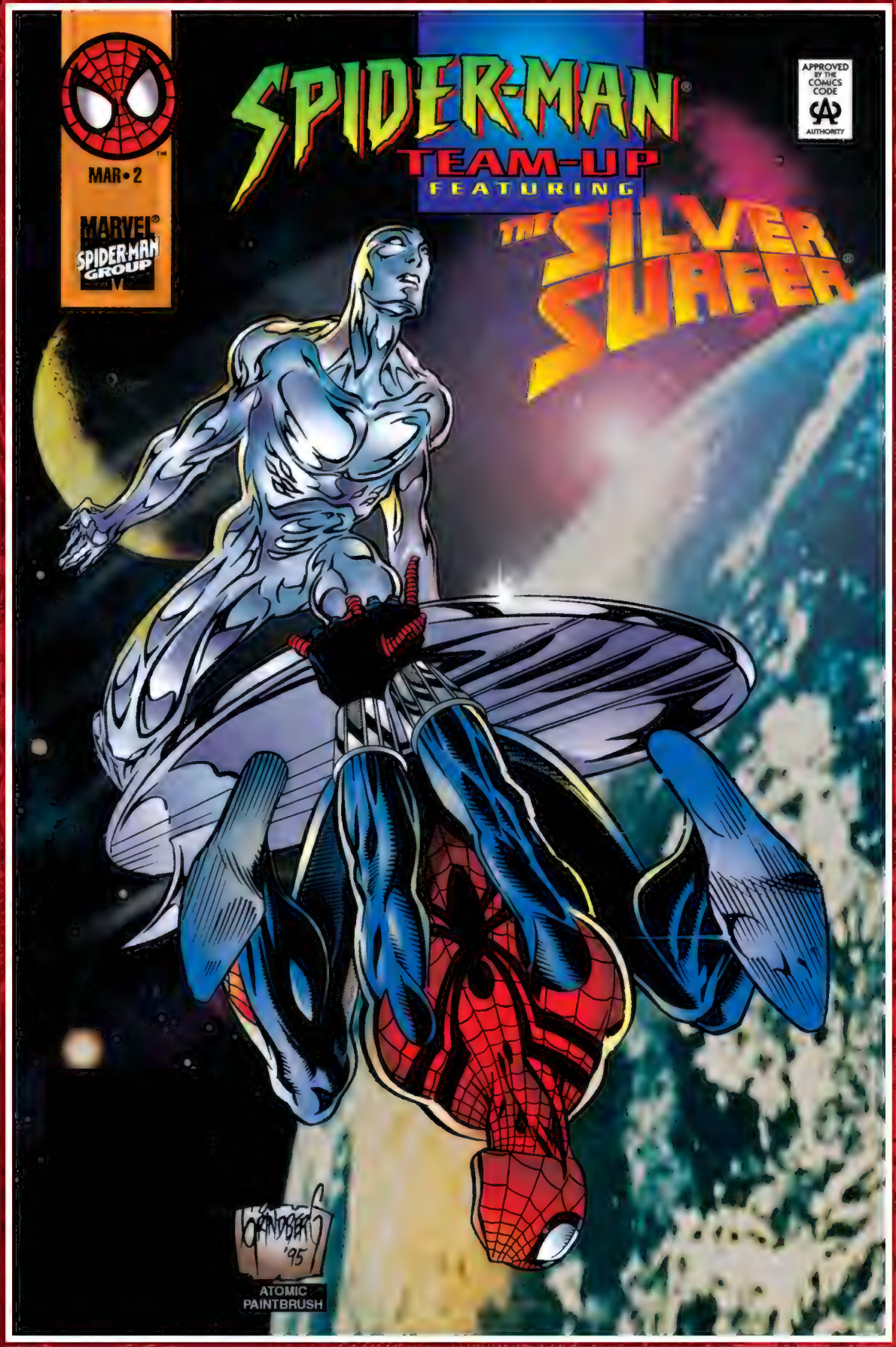

DUCK SEASON! SPIDEY SEASON!
DUCK SEASON!
ZZKKCHIK
HMMM. SPIDEY SEASON.
THIS IS STRICTLY A BUSINESS VENTURE HERE, SPIDER-MAN.
I'D PREFER NOT TO PARTICIPATE IN ONE OF THOSE ROUTINE SKIRMISHES YOUR TYPE PATRONIZES.
COMING FROM A CHAMELEON-WANNA-BE...
...I'M NOT SURPRISED!
I AM NOT THE CHAMELEON!!
THE SKULL-JACKET IS BETTER IN EVERY SINGLE WAY!
OOOH, SEEMS I STRUCK A NERVE THERE.
THE TECHNOLOGY ORIGINALLY USED TO CREATE THAT TRAITOROUS ASSASSIN HAS BEEN CONTINUALLY IMPROVED UPON BY MY COUNTRYMEN!


MAYBE SO.
THOUGH I'D LOOOVE TO SIT AROUND LISTENING TO YOUR "I'M-SURE-IT'S-REALLY-INTERESTING" ORIGIN STORY--
--Y'KNOW HOW IT IS... THINGS TO DO PLACES-TO BE PEOPLE TO SEE.
SORRY IF I OFFENDED YOU BEFORE BY COMPARING YOU TO OL' NO-FACE--
KRAKOW
--BUT I'M SURE YOU WON'T MIND IF YOU DO SHARE ONE THING IN COMMON WITH HIM--
--A GLASS JAW!
WELL, THAT WAS SURPRISINGLY ANTI-CLIMACTIC.
THESE DARTS SURE ARE INTERESTING.
EXPLAINS THE NECK-ACHES GOING AROUND.
DRAWS A TARGET'S BLOOD AND DOWNLOADS RNA MEMORY CELLS INTO A PROCESSING TERMINAL ON THIS DUDE'S EQUIPMENT?
WOW, THE KGB MUST'VE BEEN BUSY BEAVERS BEFORE THE SOVIET COLLAPSE.
ELLIS. PROUST. MURPHY. FELICIA...
...HE IMPERSONATED ALL OF THEM...
...WHICH MEANS...
...JASON HAVERSHAW WAS ACTUALLY SKULL-JACKET ALL ALONG!
I'M SORRY... MOMMY... I'M SORRY...
A PART OF ME ALMOST WISHES IT HAD BEEN THE REAL JASON.

POLICE ARE THERE BY THE TIME I COME OUT.
SKULL-JACKET'S EQUIPMENT IS DISMANTLED AND HE'S PUT IN CUFFS.
ELLIS AND THE WOMAN COP ARE GOING TO BE FINE.
I WISH I COULD SAY THE SAME FOR JASON.
AND ME.
DON'T BE SO DOWN ON YOURSELF, SPIDER.
LOOK AT THE BRIGHT SIDE--YOU DON'T HAVE TO WORRY ABOUT MOI STARRING IN ARYKER'S ISLAND SEQUEL TO "CHAINED HEAT."
(I'M TOO BUMMED TO EVEN FANTASIZE ABOUT IT.)
I DIDN'T MAKE A DIFFERENCE, CAT.
YEARS AGO.. I THOUGHT I'D HELPED JASON GET BETTER--
--BUT I WAS KIDDING MYSELF. THEN AND NOW.
SOME PEOPLE HAVE TO HELP THEMSELVES, SPIDER.
JASON WAS SO STRUNG-OUT-- SO IN-DEBT FOR DRUGS AND GAMBLING--
--THAT THE ONLY WAY HE COULD GET THE MONEY HE NEEDED WAS TO INHERIT IT FROM HIS MOM.
ANDREA BEING STILL ALIVE COMPLICATED THINGS, OF COURSE...

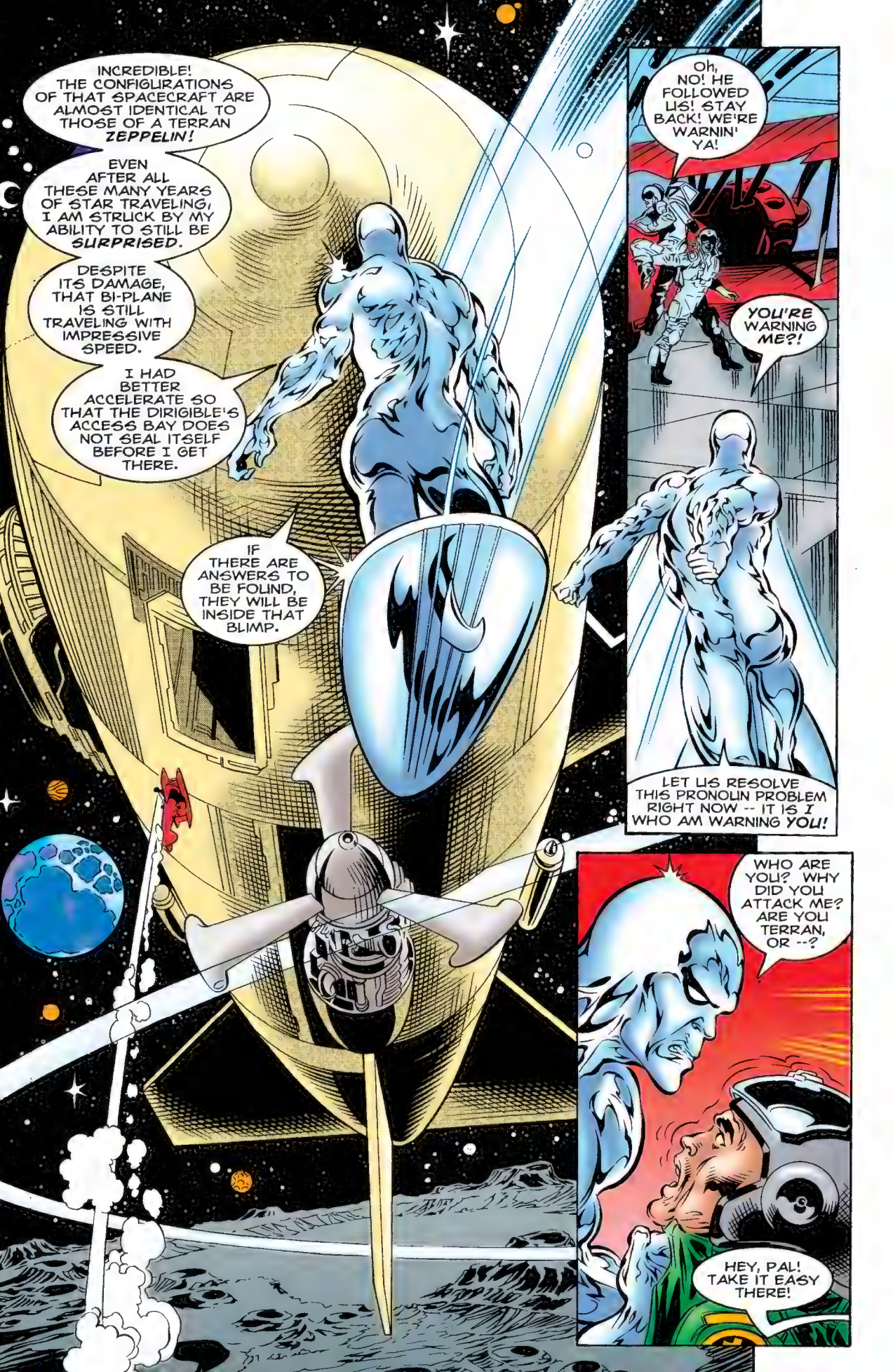

THE KASATANOVS BROUGHT IN THEIR OWN ASSASSIN.
THEY FIGURED THAT IF THEY PLAYED THE GAME OUT LONG ENOUGH, NOT ONLY COULD THEY GET THE MONEY JASON OWED THEM--
--BUT THEY COULD ALSO EMBEZZLE HER ENTIRE ESTATE!
AND IT WAS IN SKULL-JACKET'S BEST INTERESTS TO DEFLECT ATTENTION AWAY FROM JASON FOR AS LONG AS POSSIBLE?
KEEP THE HEAT AWAY FROM THE TRUTH UNTIL THE WILL WAS READ AND THE MONEY DISBURSED, RIGHT?
THAT'S WHY SKULL-JACKET IMPERSONATED ME, PAUL, THAT REPORTER--JUST TO KEEP EVERY-ONE SCRAMBLING AROUND.
AND LETTING ME SEE THE JASON I WISHED WERE THE REAL ONE.
PUTTING ON A SMILING MASK FOR ALL THE WORLD TO SEE.
THE MASK I WANTED TO SEE.
THE ONLY THING NO ONE COUNTED ON WAS RUNNING UP AGAINST ONE MAN WITH AS STRONG A SENSE OF RESPONSIBILITY...
...AS SPIDER-MAN HAS.
?


UH...THAT'S THE FIRST TIME YOU CALLED ME SPIDER-MAN.
BECAUSE THAT'S THE FIRST TIME I BELIEVED IT WAS TRUE..
...BEN...
SPIDER-MAN. BEN REILLY. PETER PARKER. HERO.
FELICIA HARDY. BLACK CAT. CRIMINAL.
WHAT HAPPENS... WHEN YOU CAN'T TELL WHICH IS WHICH...
...AND THE MASK BECOMES...
...THE REAL YOU?
End

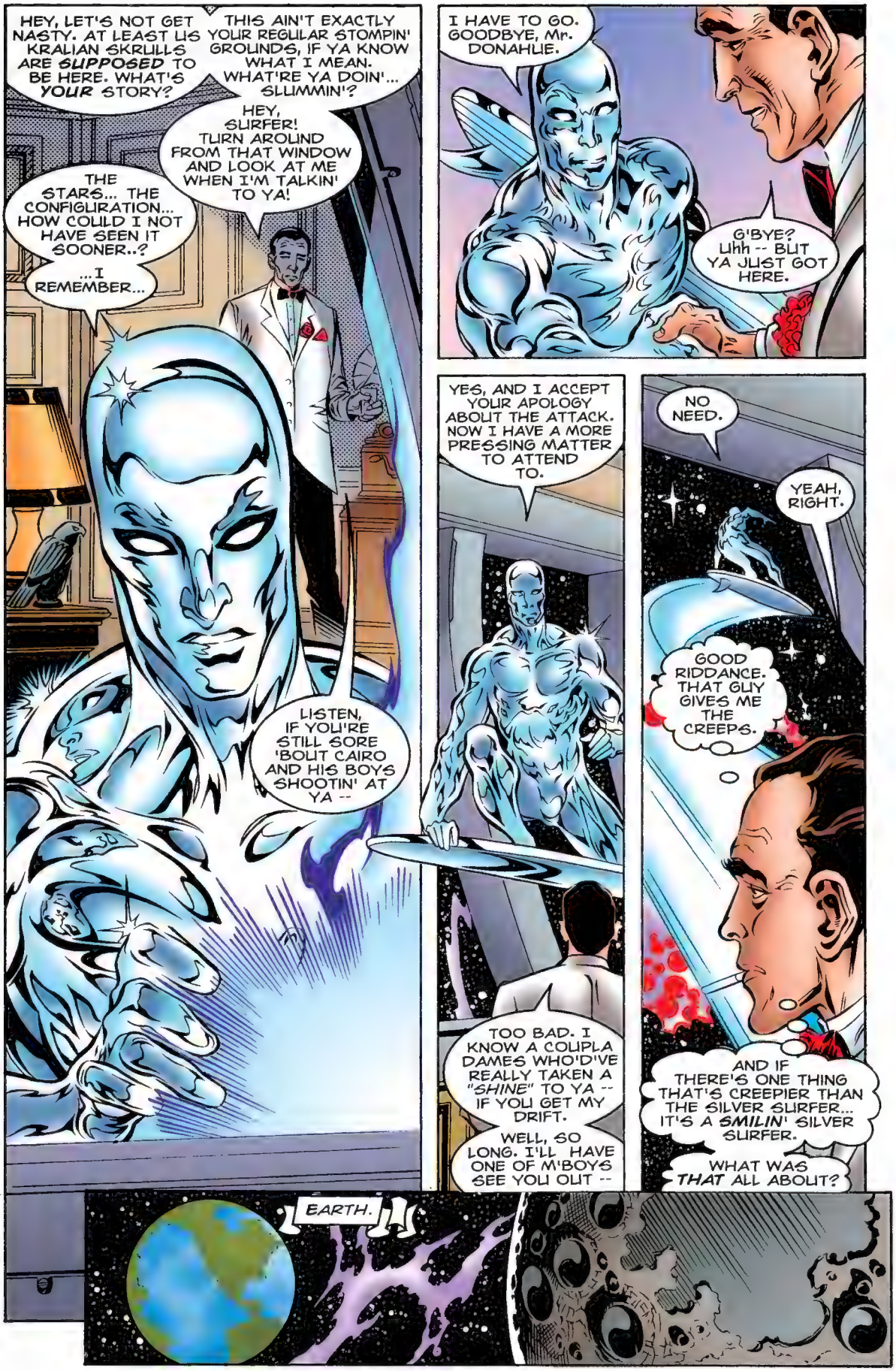

SPIDER-MAN
TEAM-UP
FEATURING
THE SILVER SURFER
APPROVED BY THE COMICS CODE AUTHORITY
MAR • 2
MARVEL
SPIDER-MAN GROUP
'95
ATOMIC PAINTBRUSH

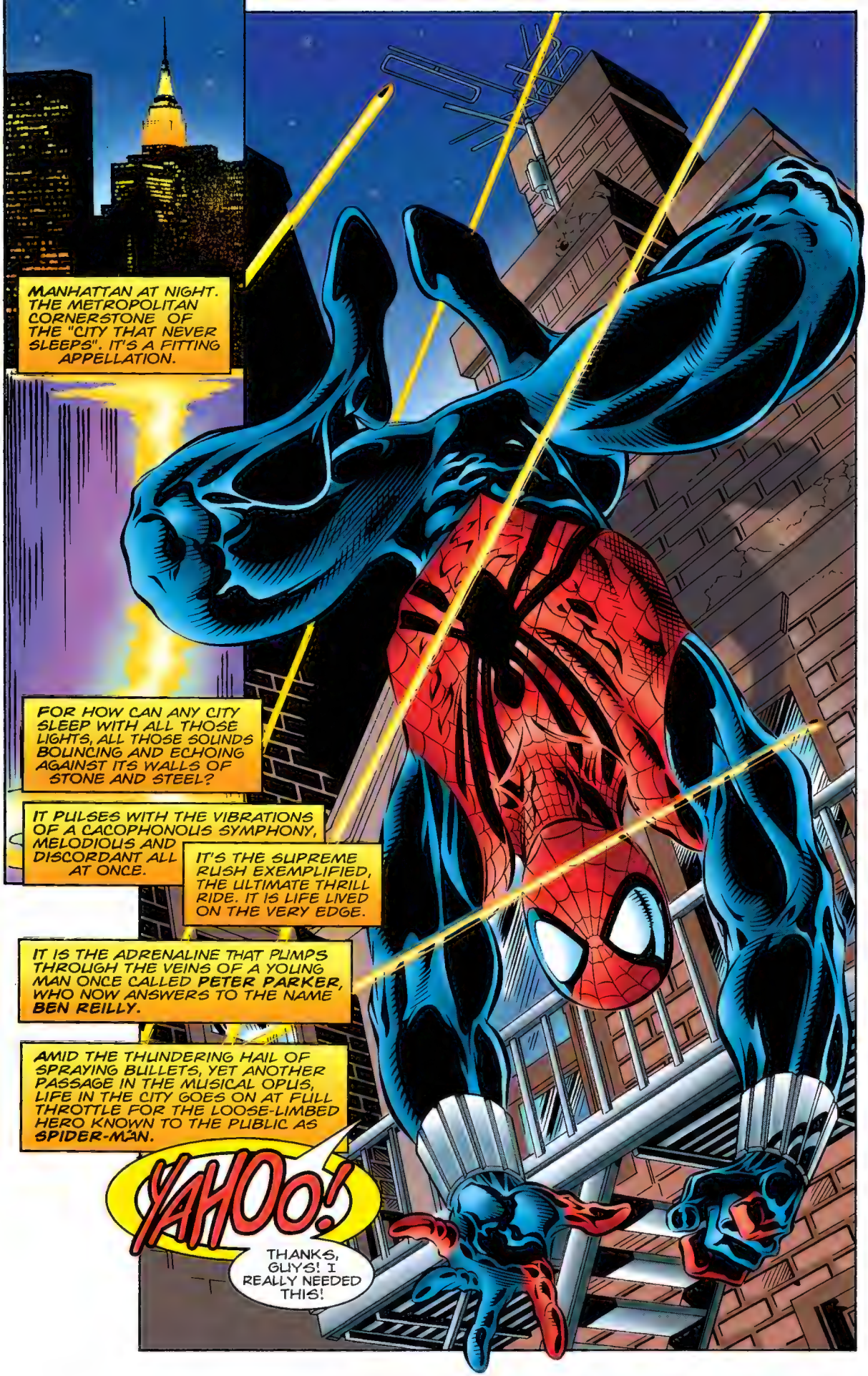
FOCUS.
THAT'S WHAT'S REQUIRED TO KEEP TRACK OF EVERY SINGLE STAR AND PLANET YOU'VE EVER CHARTED -- AN INCREDIBLE AMOUNT OF FOCUS.
ADD TO THAT A CONCENTRATIVE SEARCH FOR A FUGITIVE PIECE OF RECOLLECTION THAT FRUSTRATINGLY ELUDES YOU --
...AND YOU TOO MIGHT BE A LITTLE TOO DISTRACTED TO NOTICE --
-- WHEN THE BIZARRE COMES BARRELING UP YOUR TAIL.
271
WASTE 'IM!
AMBUSH

BY THE STARS! MY REVERIE ALMOST COST ME THAT TIME!
THANKFULLY, EVEN WHILE LOST IN THOUGHT, MY MIND'S EAR COULD STILL ISOLATE THE ANACHRONISTIC SOUNDS OF A TERRAN BIPLANE'S ENGINE ROARING THROUGH THIS CORNER OF SPACE.
HEAR ME! I AM THE SILVER SURFER! I DON'T KNOW THE REASON FOR THIS AMBUSH, BUT IF YOU VALUE YOUR LIVES, YOU'LL DESIST BEFORE--
EAT LEAD, SHINY!
FOOLS.
HEY! WHERE'D HE GO?!
HOLY --! HE'S COMIN' IN FROM BEHIND! I CAN'T GET A BEAD --
WE'VE BEEN HIT!
MAYDAY! MAYDAY! THIS IS THE FLYIN' GUTMANN CALLIN' BIG CASINO!
WE'RE COMIN' IN WITH A BUSTED WING! GET GROUND CREW READY! MAYDAY! YA GOT THAT? MAYDAY!
THE BIPLANE'S CIRCLING TO THE OTHER SIDE OF THAT PLANET.
I SUPPOSE THAT I SHOULD JUST LEAVE THIS MATTER BE --
-- BUT EVEN I MUST ADMIT TO SOMETIMES BEING A SLAVE TO MY OWN...
...CURIOSITY.


INCREDIBLE! THE CONFIGURATIONS OF THAT SPACECRAFT ARE ALMOST IDENTICAL TO THOSE OF A TERRAN ZEPPELIN!
EVEN AFTER ALL THESE MANY YEARS OF STAR TRAVELING, I AM STRUCK BY MY ABILITY TO STILL BE SURPRISED.
DESPITE ITS DAMAGE, THAT BI-PLANE IS STILL TRAVELING WITH IMPRESSIVE SPEED.
I HAD BETTER ACCELERATE SO THAT THE DIRIGIBLE'S ACCESS BAY DOES NOT SEAL ITSELF BEFORE I GET THERE.
IF THERE ARE ANSWERS TO BE FOUND, THEY WILL BE INSIDE THAT BLIMP.
Oh, NO! HE FOLLOWED US! STAY BACK! WE'RE WARNIN' YA!
YOU'RE WARNING ME?!
LET US RESOLVE THIS PRONOUN PROBLEM RIGHT NOW -- IT IS I WHO AM WARNING YOU!
WHO ARE YOU? WHY DID YOU ATTACK ME? ARE YOU TERRAN, OR --?
HEY, PAL! TAKE IT EASY THERE!

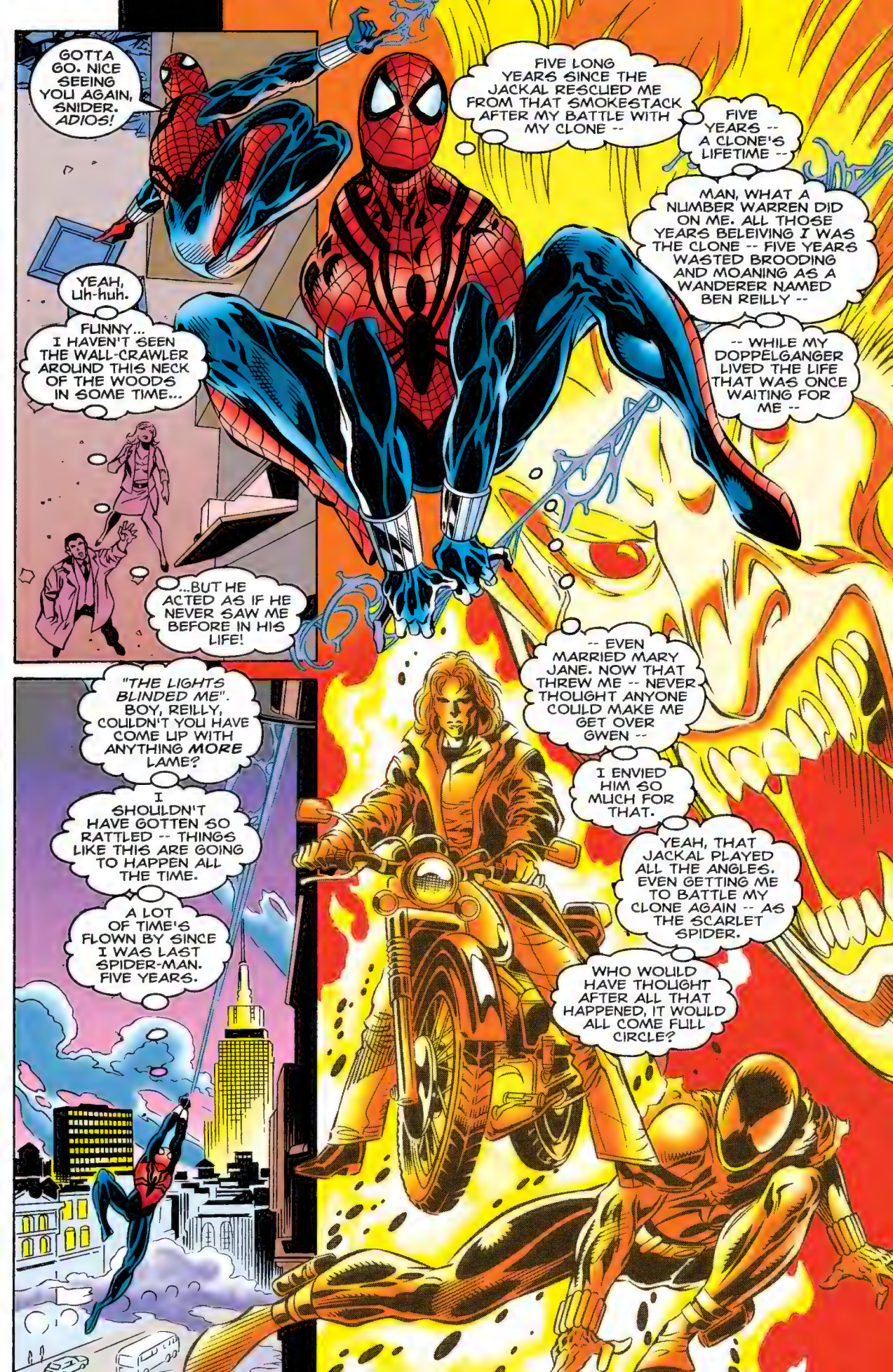
THESE FLYBOYS AIN'T TOO BRIGHT, BUT THEY MEAN WELL.
YA GOTTA UNDERSTAND, SURFER -- THEY'RE STILL A LITTLE ANTSY 'BOUT ANYONE WHO USED TO BE ON BIG BOSS GALACTUS'S PAYROLL.
THE NAME'S *FLOYD DONAHUE*. WELCOME TO THE *BIG CASINO*.
PUT THE HEATERS AWAY, YA LUGS. THE SURFER'S OKAY, SEE?
C'MON, PAL. YOU 'N' ME GOT A LOTTA TALKIN' TO DO.
SO, HOW D'YA LIKE MY OPERATION? BETCHA KINDA WONDERIN' WHAT AN EARTH GAMBLIN' JOINT IS DOIN' OUT HERE IN THE MIDDLE OF SPACE, huh?
YES.
WELL, LIFE'S JUST FULLA SURPRISES, AIN'T IT?
IT IS. ALTHOUGH FEW THINGS THAT YOU *SKRULLS* DO SHOULD SURPRISE ME ANYMORE.
I'M IMPRESSED. WHAT TIPPED YA OFF?
SKRULL HEARTBEATS ARE FAIRLY SIMPLE TO IDENTIFY. YOUR RACE HAS NEVER QUITE PERFECTED THAT PART OF YOUR PHYSIOLOGICAL TRANSMUTATION.
Hmm -- YA GOT *SOME* EARS -- WHEREVER THEY ARE.
WHY SUCH AN ELABORATE CHARADE?
GREAT FOR BUSINESS. WHY ELSE?
COME INTO MY PRIVATE OFFICE. I DON'T WANT YOUR PRESENCE SPOOKIN' OFF THE CUSTOMERS.
GRAB A CHAIR. THAT BOARD OF YOURS MUST BE GETTIN' HEAVY. DRINK?
NO -- THANK YOU.
WHAT TYPE OF ESTABLISHMENT IS THIS REALLY? I'VE NEVER KNOWN A SKRULL WHO DIDN'T HAVE AS MANY ULTERIOR MOTIVES AS FACES.

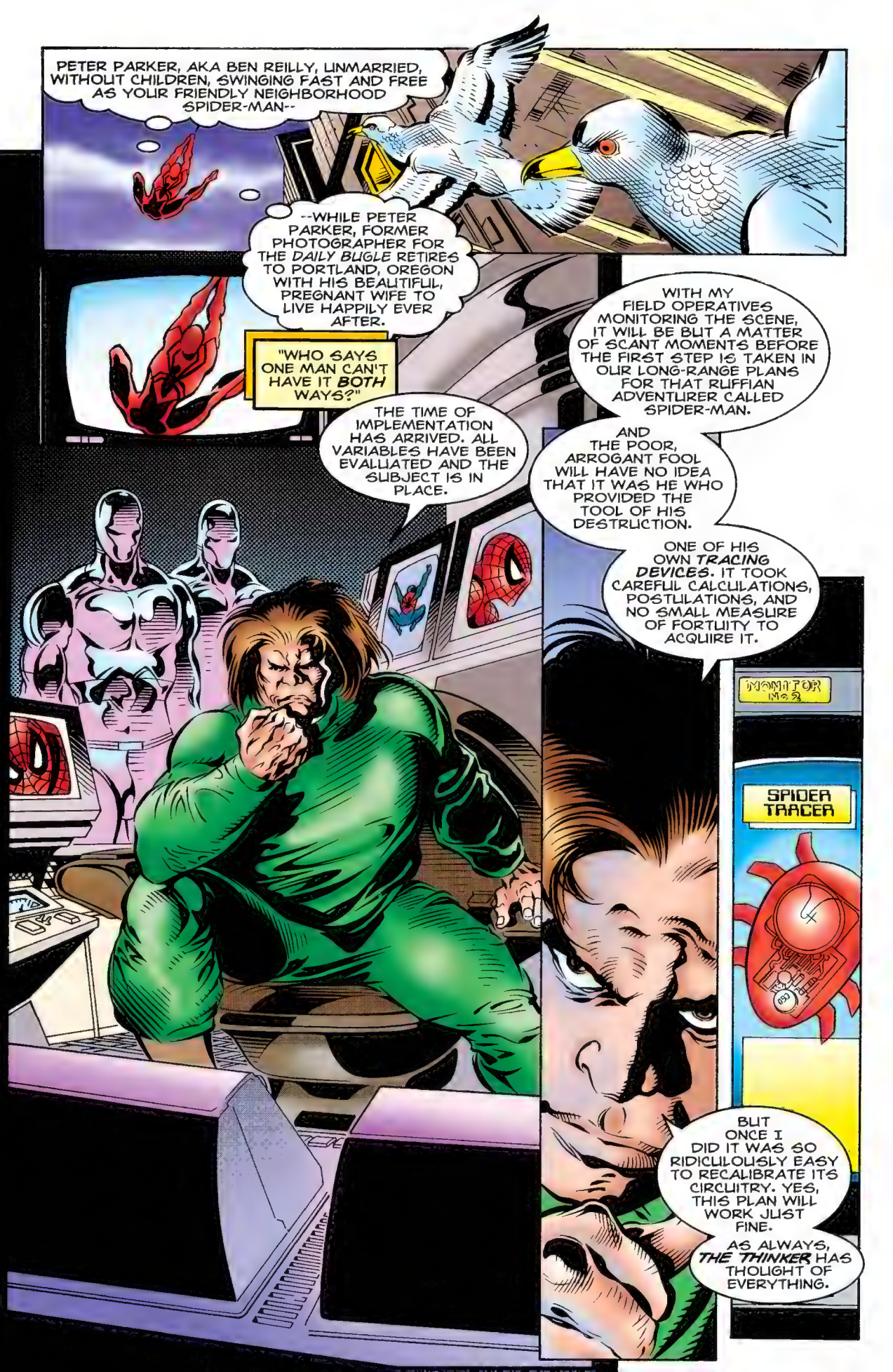

HEY, LET'S NOT GET NASTY. AT LEAST US KRALIAN SKRULLS ARE SUPPOSED TO BE HERE. WHAT'S YOUR STORY?
THIS AIN'T EXACTLY YOUR REGULAR STOMPIN' GROUNDS, IF YA KNOW WHAT I MEAN. WHAT'RE YA DOIN'... SLUMMIN'?
HEY, SURFER! TURN AROUND FROM THAT WINDOW AND LOOK AT ME WHEN I'M TALKIN' TO YA!
THE STARS... THE CONFIGURATION... HOW COULD I NOT HAVE SEEN IT SOONER..?
...I REMEMBER...
LISTEN, IF YOU'RE STILL SORE 'BOUT CAIRO AND HIS BOYS SHOOTIN' AT YA --
I HAVE TO GO. GOODBYE, Mr. DONAHUE.
G'BYE? Uhh -- BUT YA JUST GOT HERE.
YES, AND I ACCEPT YOUR APOLOGY ABOUT THE ATTACK. NOW I HAVE A MORE PRESSING MATTER TO ATTEND TO.
TOO BAD. I KNOW A COUPLA DAMES WHO'D'VE REALLY TAKEN A "SHINE" TO YA -- IF YOU GET MY DRIFT.
WELL, SO LONG. I'LL HAVE ONE OF M'BOYS SEE YOU OUT --
NO NEED.
YEAH, RIGHT.
GOOD RIDDANCE. THAT GUY GIVES ME THE CREEPS.
AND IF THERE'S ONE THING THAT'S CREEPIER THAN THE SILVER SURFER... IT'S A SMILIN' SILVER SURFER.
WHAT WAS THAT ALL ABOUT?
EARTH.

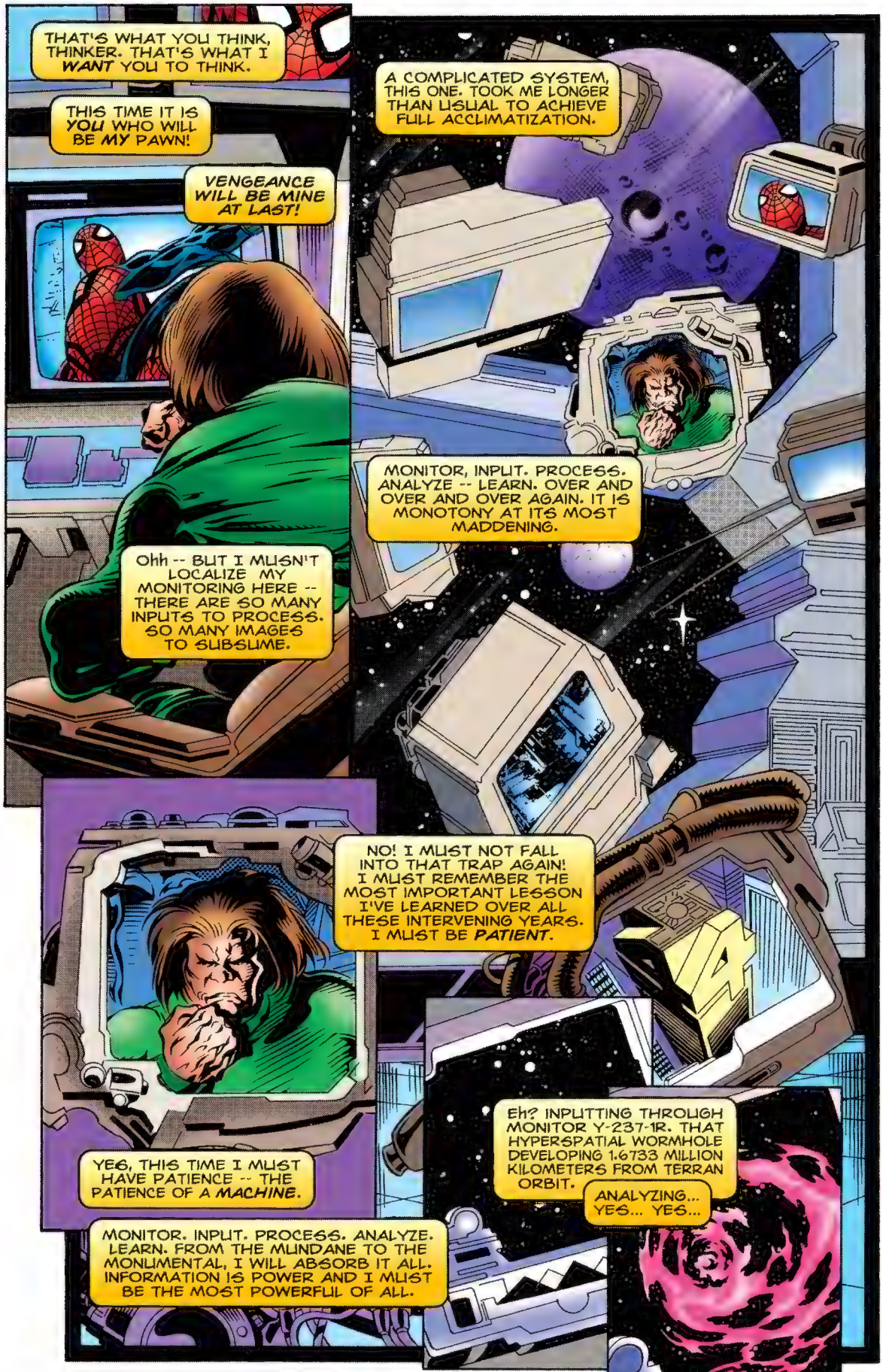

MANHATTAN AT NIGHT. THE METROPOLITAN CORNERSTONE OF THE "CITY THAT NEVER SLEEPS". IT'S A FITTING APPELLATION.
FOR HOW CAN ANY CITY SLEEP WITH ALL THOSE LIGHTS, ALL THOSE SOUNDS BOUNCING AND ECHOING AGAINST ITS WALLS OF STONE AND STEEL?
IT PULSES WITH THE VIBRATIONS OF A CACOPHONOUS SYMPHONY, MELODIOUS AND DISCORDANT ALL AT ONCE.
IT'S THE SUPREME RUSH EXEMPLIFIED, THE ULTIMATE THRILL RIDE. IT IS LIFE LIVED ON THE VERY EDGE.
IT IS THE ADRENALINE THAT PUMPS THROUGH THE VEINS OF A YOUNG MAN ONCE CALLED PETER PARKER, WHO NOW ANSWERS TO THE NAME BEN REILLY.
AMID THE THUNDERING HAIL OF SPRAYING BULLETS, YET ANOTHER PASSAGE IN THE MUSICAL OPUS, LIFE IN THE CITY GOES ON AT FULL THROTTLE FOR THE LOOSE-LIMBED HERO KNOWN TO THE PUBLIC AS SPIDER-MAN.
YAHOO!
THANKS, GUYS! I REALLY NEEDED THIS!

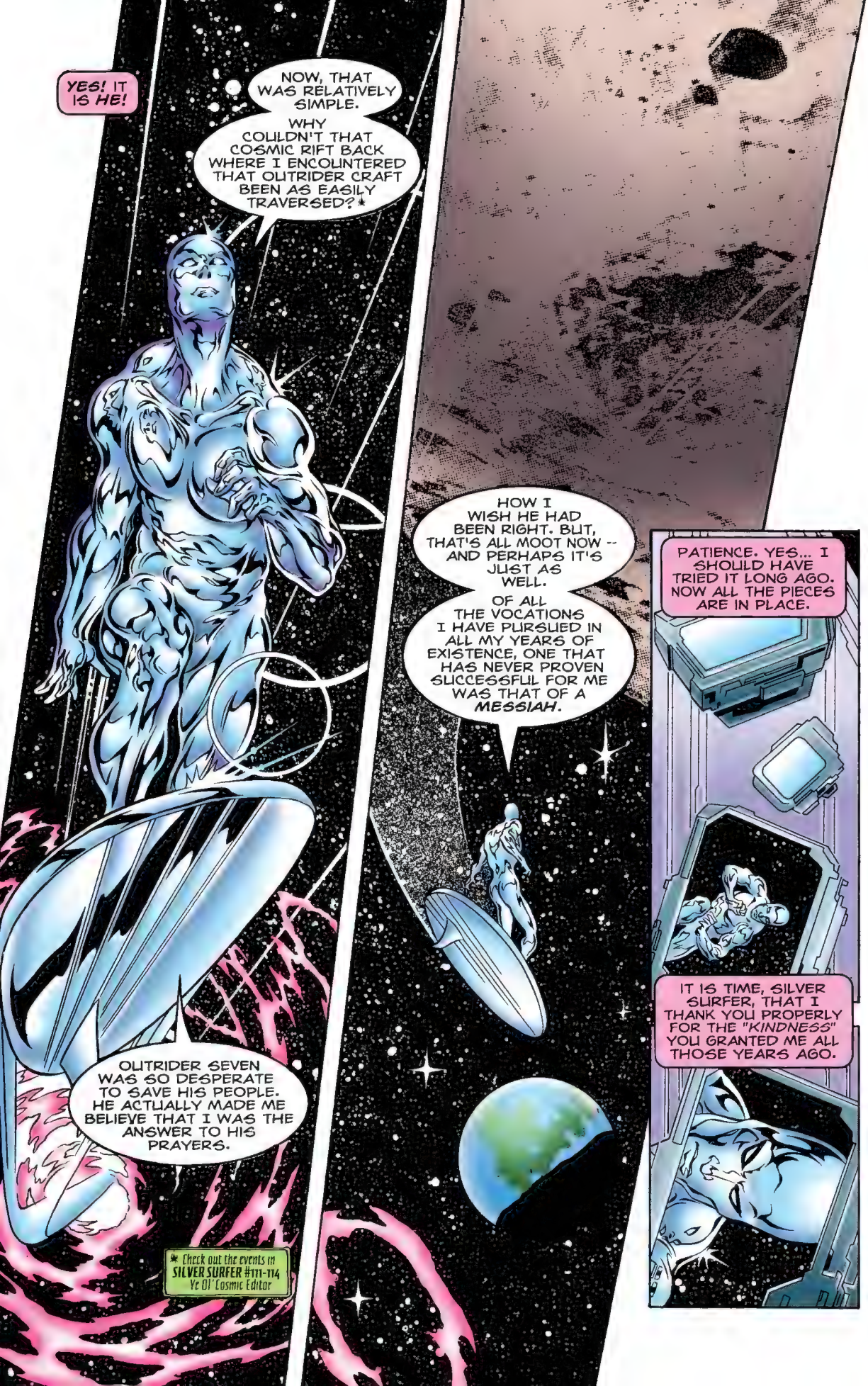
IT'S BEEN ALMOST A WHOLE HALF-HOUR SINCE I'VE HAD TO KNOCK A COUPLE OF PUNKS' HEADS TOGETHER.
I THOUGHT I'D JUST ABOUT DIE OF BORE-DOM!
FREEZE, SPIDER-MAN!
BACK OFF AND LET US GO -- OR I'LL WASTE HER!
Y'HEAR, ME, WEB-SLINGER? I AIN'T BLUFFIN! Y'HEAR?!
HEY, MAN, I'M NOT DEAF.
PRETTY FANCY LOOT YOU'RE HAULING THERE. DIDN'T THINK YOU GUYS WERE INTO THE ARTSY STUFF.
OR MAYBE YOU'RE JUST SPECULATORS, huh?
I HATES SPECULATORS!
AND I'M NOT STUPID, EITHER.
YOU DON'T REALLY EXPECT ME TO BELIEVE YOU CAN SHOOT ANYONE WITH THE GUN'S SAFETY ON, DO YOU?
SAFETY -- ON --?
Hah! MADE YA LOOK!
THWIP

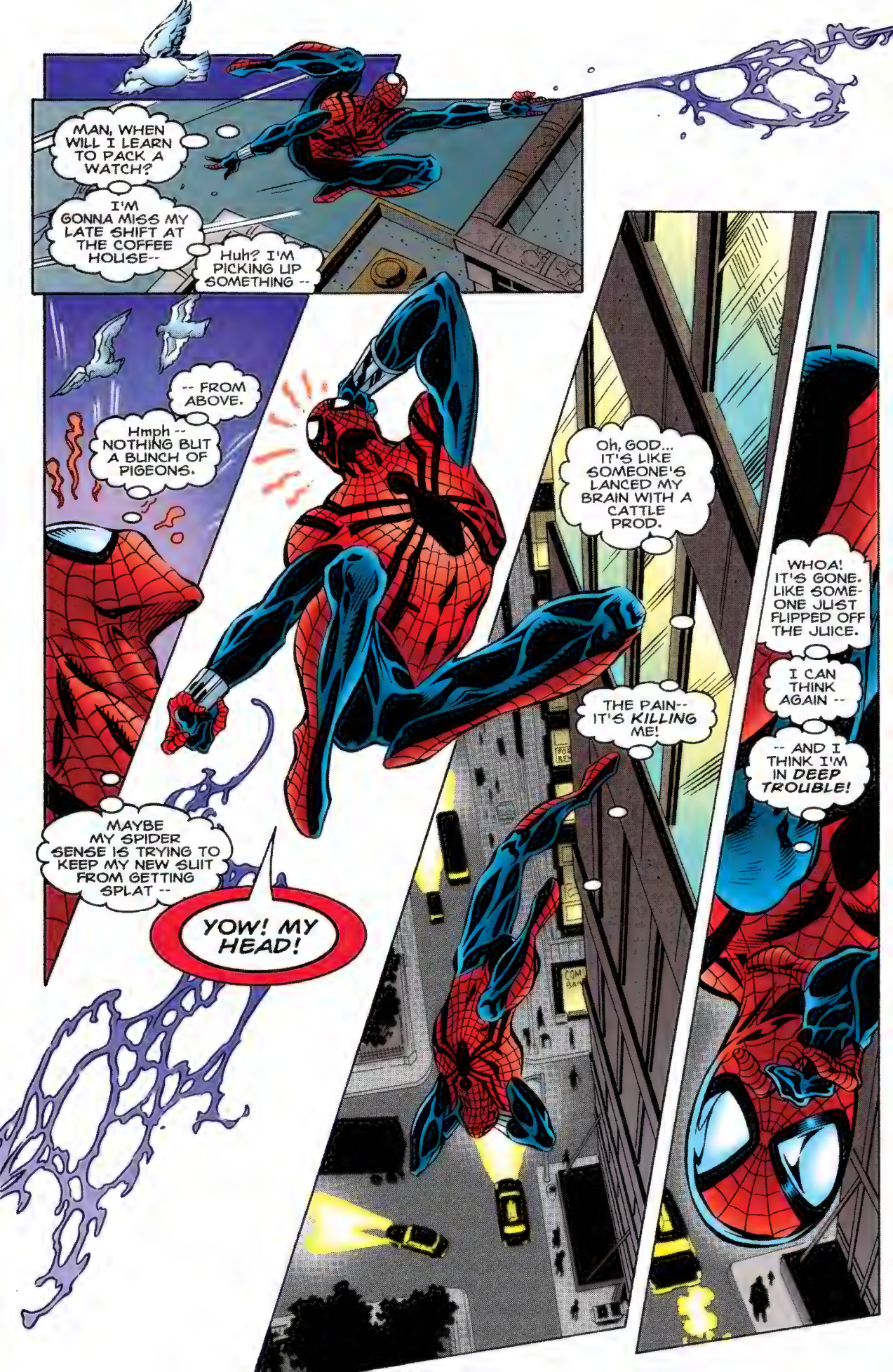
I TELL YA, IF BRAINS WERE ELECTRICITY, YOU WOULDN'T HAVE ENOUGH TO POWER A NIGHT-LIGHT.
HOW ABOUT YOU, MISS? HE DIDN'T HURT YOU ANY, DID HE?
NO, I'M JUST A LITTLE RATTLED, THAT'S ALL.
I'M ALICE ZREIBAC, OWNER OF THE ART GALLERY. I GUESS I PICKED A HECK OF A DAY TO BE WORKING LATE ON INVENTORY.
ALL RIGHT -- NOBODY MOVE! THIS IS THE POLICE!
HEY! DOUSE THE SPOTLIGHTS, OFFICER. THE CURTAIN'S ALREADY COME DOWN ON THIS SHOW.
SPIDER-MAN?
YEAH, THAT'S RIGHT -- BUT THIS IS SOMETHING YOU CAN'T PIN ON ME.
I'VE GOT A WITNESS.
WHOA THERE, TAKE IT EASY.
IT'S ME, DETECTIVE SNIDER.
YOU'RE PREACHING TO THE CONVERTED HERE. ALTHOUGH I WOULD APPRECIATE A STATEMENT, IF YOU DON'T MIND.
-- SNIDER --?
Umm-- SORRY, SNIDER, THE LIGHTS BLINDED ME FOR A SECOND.
I WAS JUST DOIN' MY BIT FOR THE ARTS. NOT MUCH MORE TO ADD TO THAT.


GOTTA GO. NICE SEEING YOU AGAIN, SNIDER. ADIOS!
YEAH, Uh-huh.
FUNNY... I HAVEN'T SEEN THE WALL-CRAWLER AROUND THIS NECK OF THE WOODS IN SOME TIME...
...BUT HE ACTED AS IF HE NEVER SAW ME BEFORE IN HIS LIFE!
FIVE LONG YEARS SINCE THE JACKAL RESCUED ME FROM THAT SMOKESTACK AFTER MY BATTLE WITH MY CLONE --
FIVE YEARS -- A CLONE'S LIFETIME --
MAN, WHAT A NUMBER WARREN DID ON ME. ALL THOSE YEARS BELEIVING I WAS THE CLONE -- FIVE YEARS WASTED BROODING AND MOANING AS A WANDERER NAMED BEN REILLY --
-- WHILE MY DOPPELGANGER LIVED THE LIFE THAT WAS ONCE WAITING FOR ME --
-- EVEN MARRIED MARY JANE. NOW THAT THREW ME -- NEVER THOUGHT ANYONE COULD MAKE ME GET OVER GWEN --
I ENVIED HIM SO MUCH FOR THAT.
YEAH, THAT JACKAL PLAYED ALL THE ANGLES. EVEN GETTING ME TO BATTLE MY CLONE AGAIN -- AS THE SCARLET SPIDER.
WHO WOULD HAVE THOUGHT AFTER ALL THAT HAPPENED, IT WOULD ALL COME FULL CIRCLE?
"THE LIGHTS BLINDED ME". BOY, REILLY, COULDN'T YOU HAVE COME UP WITH ANYTHING MORE LAME?
I SHOULDN'T HAVE GOTTEN SO RATTLED -- THINGS LIKE THIS ARE GOING TO HAPPEN ALL THE TIME.
A LOT OF TIME'S FLOWN BY SINCE I WAS LAST SPIDER-MAN. FIVE YEARS.


PETER PARKER, AKA BEN REILLY, UNMARRIED, WITHOUT CHILDREN, SWINGING FAST AND FREE AS YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN--
--WHILE PETER PARKER, FORMER PHOTOGRAPHER FOR THE *DAILY BUGLE* RETIRES TO PORTLAND, OREGON WITH HIS BEAUTIFUL, PREGNANT WIFE TO LIVE HAPPILY EVER AFTER.
"WHO SAYS ONE MAN CAN'T HAVE IT ***BOTH*** WAYS?"
THE TIME OF IMPLEMENTATION HAS ARRIVED. ALL VARIABLES HAVE BEEN EVALUATED AND THE SUBJECT IS IN PLACE.
WITH MY FIELD OPERATIVES MONITORING THE SCENE, IT WILL BE BUT A MATTER OF SCANT MOMENTS BEFORE THE FIRST STEP IS TAKEN IN OUR LONG-RANGE PLANS FOR THAT RUFFIAN ADVENTURER CALLED SPIDER-MAN.
AND THE POOR, ARROGANT FOOL WILL HAVE NO IDEA THAT IT WAS HE WHO PROVIDED THE TOOL OF HIS DESTRUCTION.
ONE OF HIS OWN ***TRACING DEVICES***. IT TOOK CAREFUL CALCULATIONS, POSTULATIONS, AND NO SMALL MEASURE OF FORTUITY TO ACQUIRE IT.
MONITOR No. 3
SPIDER TRACER
BUT ONCE I DID IT WAS SO RIDICULOUSLY EASY TO RECALIBRATE ITS CIRCUITRY. YES, THIS PLAN WILL WORK JUST FINE.
AS ALWAYS, ***THE THINKER*** HAS THOUGHT OF EVERYTHING.

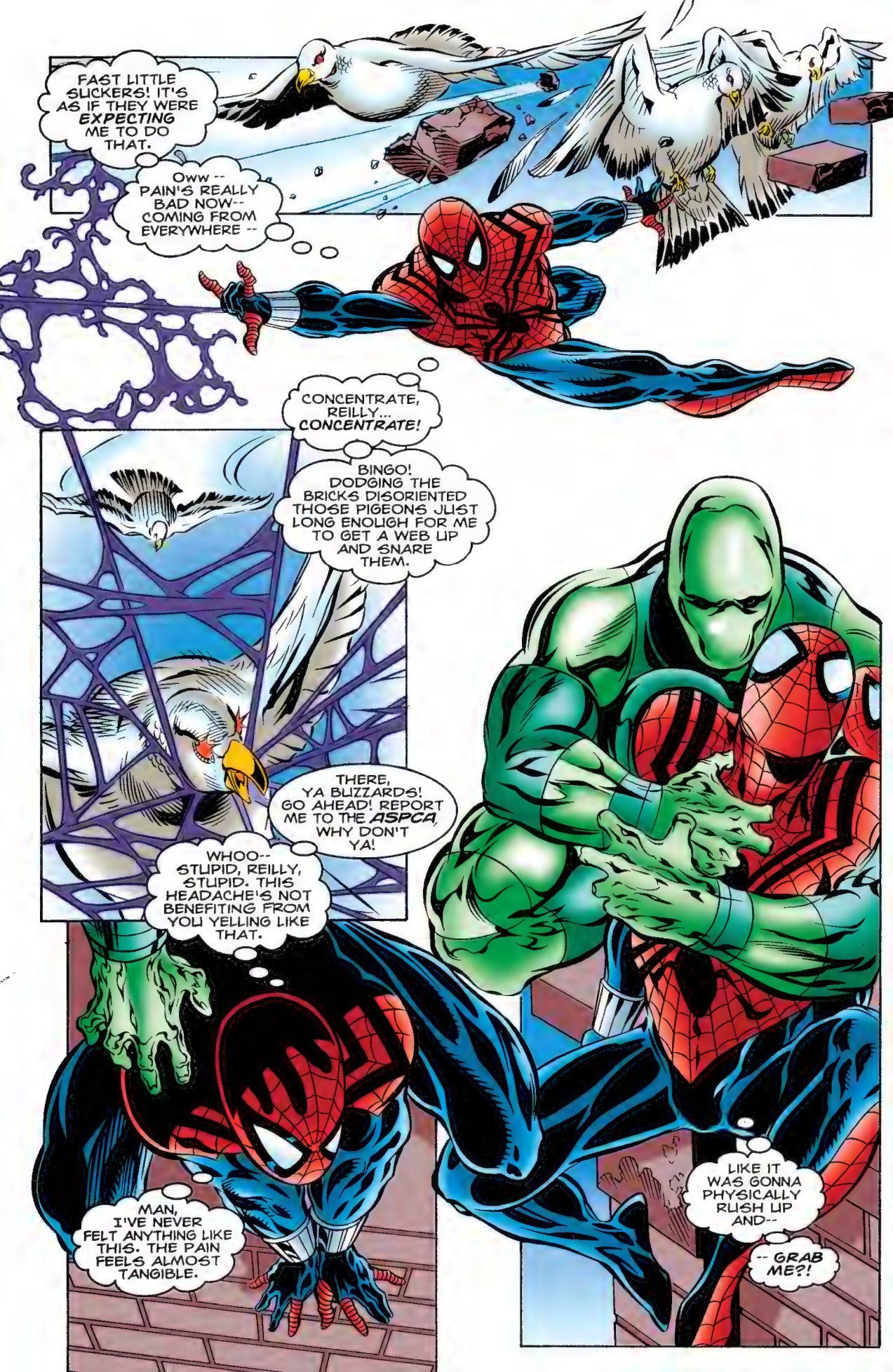

THAT'S WHAT YOU THINK, THINKER. THAT'S WHAT I *WANT* YOU TO THINK.
THIS TIME IT IS *YOU* WHO WILL BE *MY* PAWN!
VENGEANCE WILL BE MINE AT LAST!
Ohh -- BUT I MUSN'T LOCALIZE MY MONITORING HERE -- THERE ARE SO MANY INPUTS TO PROCESS. SO MANY IMAGES TO SUBSUME.
A COMPLICATED SYSTEM, THIS ONE. TOOK ME LONGER THAN USUAL TO ACHIEVE FULL ACCLIMATIZATION.
MONITOR, INPUT. PROCESS. ANALYZE -- LEARN. OVER AND OVER AND OVER AGAIN. IT IS MONOTONY AT ITS MOST MADDENING.
NO! I MUST NOT FALL INTO THAT TRAP AGAIN! I MUST REMEMBER THE MOST IMPORTANT LESSON I'VE LEARNED OVER ALL THESE INTERVENING YEARS. I MUST BE *PATIENT*.
YES, THIS TIME I MUST HAVE PATIENCE -- THE PATIENCE OF A *MACHINE*.
EH? INPUTTING THROUGH MONITOR Y-237-1R. THAT HYPERSPATIAL WORMHOLE DEVELOPING 1.6733 MILLION KILOMETERS FROM TERRAN ORBIT.
ANALYZING... YES... YES...
MONITOR. INPUT. PROCESS. ANALYZE. LEARN. FROM THE MUNDANE TO THE MONUMENTAL, I WILL ABSORB IT ALL. INFORMATION IS POWER AND I MUST BE THE MOST POWERFUL OF ALL.

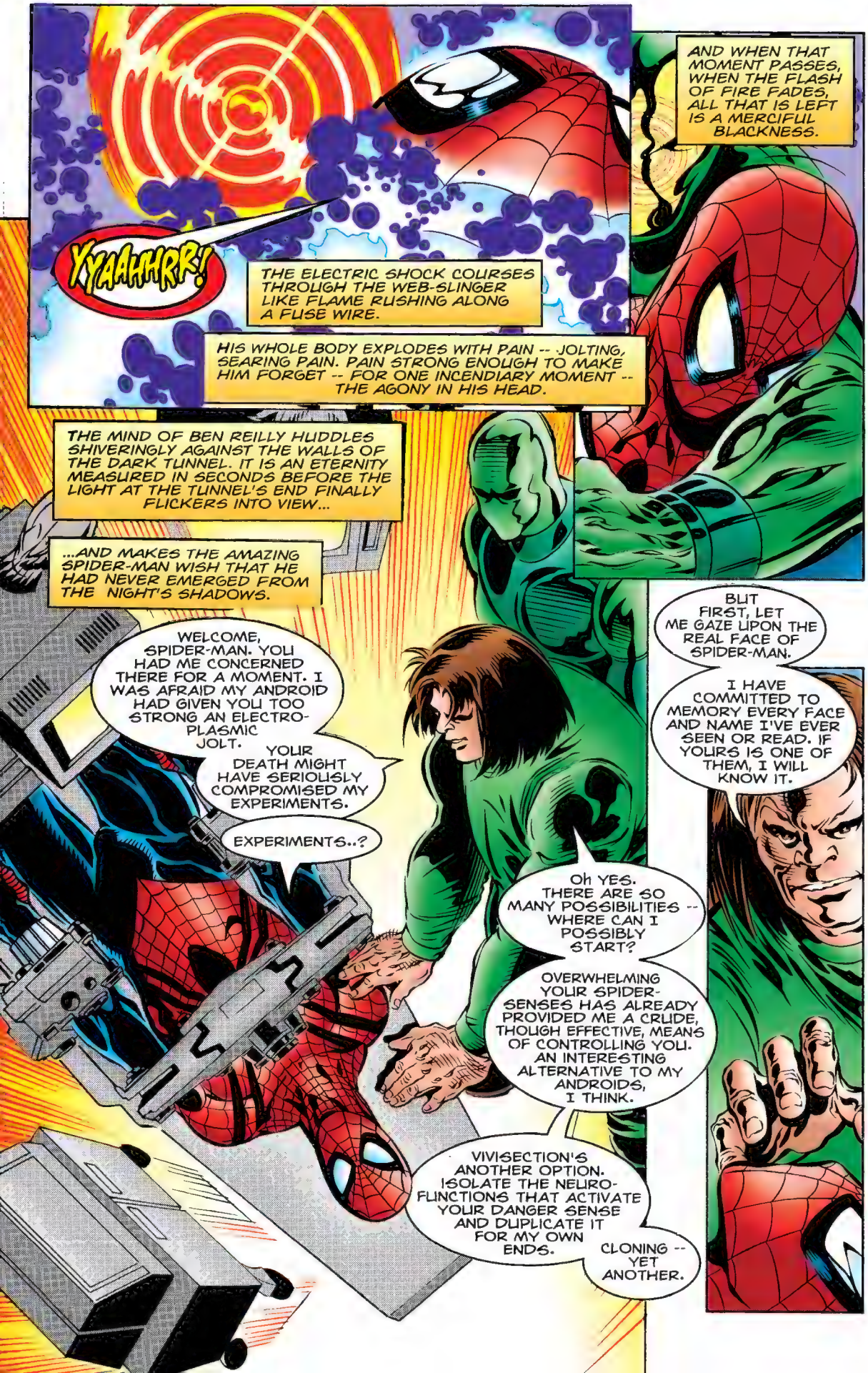

YES! IT IS HE!
NOW, THAT WAS RELATIVELY SIMPLE.
WHY COULDN'T THAT COSMIC RIFT BACK WHERE I ENCOUNTERED THAT OUTRIDER CRAFT BEEN AS EASILY TRAVERSED?*
OUTRIDER SEVEN WAS SO DESPERATE TO SAVE HIS PEOPLE. HE ACTUALLY MADE ME BELIEVE THAT I WAS THE ANSWER TO HIS PRAYERS.
* Check out the events in SILVER SURFER #111-114 Ye Ol' Cosmic Editor
HOW I WISH HE HAD BEEN RIGHT. BUT, THAT'S ALL MOOT NOW -- AND PERHAPS IT'S JUST AS WELL.
OF ALL THE VOCATIONS I HAVE PURSUED IN ALL MY YEARS OF EXISTENCE, ONE THAT HAS NEVER PROVEN SUCCESSFUL FOR ME WAS THAT OF A MESSIAH.
PATIENCE. YES... I SHOULD HAVE TRIED IT LONG AGO. NOW ALL THE PIECES ARE IN PLACE.
IT IS TIME, SILVER SURFER, THAT I THANK YOU PROPERLY FOR THE "KINDNESS" YOU GRANTED ME ALL THOSE YEARS AGO.


MAN, WHEN WILL I LEARN TO PACK A WATCH?
I'M GONNA MISS MY LATE SHIFT AT THE COFFEE HOUSE--
Huh? I'M PICKING UP SOMETHING --
-- FROM ABOVE.
Hmph -- NOTHING BUT A BUNCH OF PIGEONS.
MAYBE MY SPIDER SENSE IS TRYING TO KEEP MY NEW SUIT FROM GETTING SPLAT --
YOW! MY HEAD!
Oh, GOD... IT'S LIKE SOMEONE'S LANCED MY BRAIN WITH A CATTLE PROD.
THE PAIN-- IT'S KILLING ME!
WHOA! IT'S GONE. LIKE SOMEONE JUST FLIPPED OFF THE JUICE.
I CAN THINK AGAIN --
-- AND I THINK I'M IN DEEP TROUBLE!

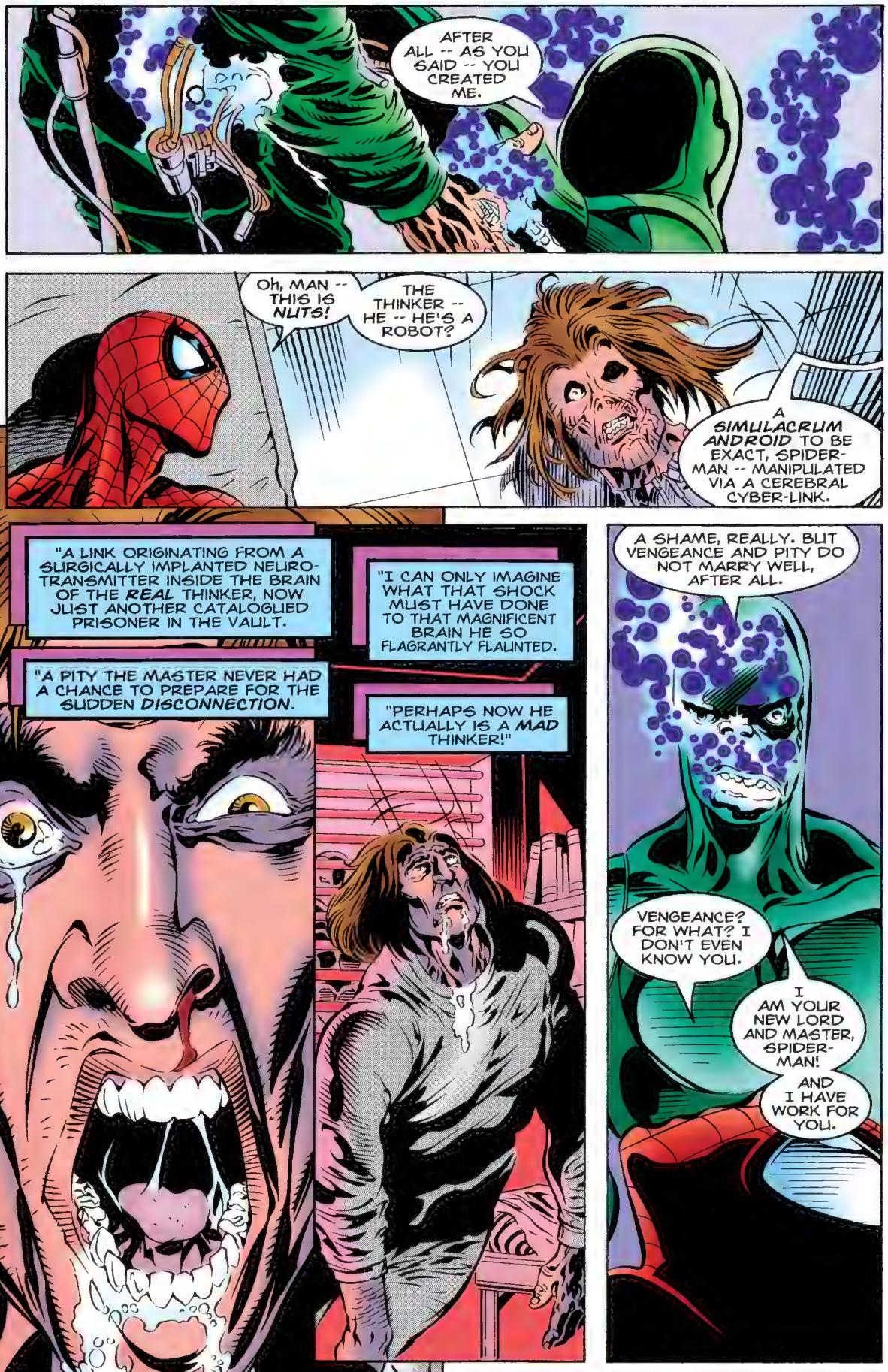
BUT HEY -- "TROUBLE" IS MY MIDDLE NAME -- OR IS IT "MELVIN"?
BOY, YOU NEVER APPRECIATE YOUR REFLEXES UNTIL YOU'VE LOST THEM.
WELL-- THAT WAS FUN.
WONDER WHAT CAUSED MY SPIDER-SENSE TO REACT SO VIOLENTLY. COULD IT BE SOMETHING THAT THE JACKAL DID THAT I'VE STILL GOT PLANTED IN MY BRAIN SOMEWHERE?
I CAN'T THINK OF ANY OTHER LOGICAL EXPLANATION. AFTER ALL, THE ONLY THINGS AROUND ME AT THE TIME THE PAIN STARTED WERE THOSE --
-- PIGEONS?!

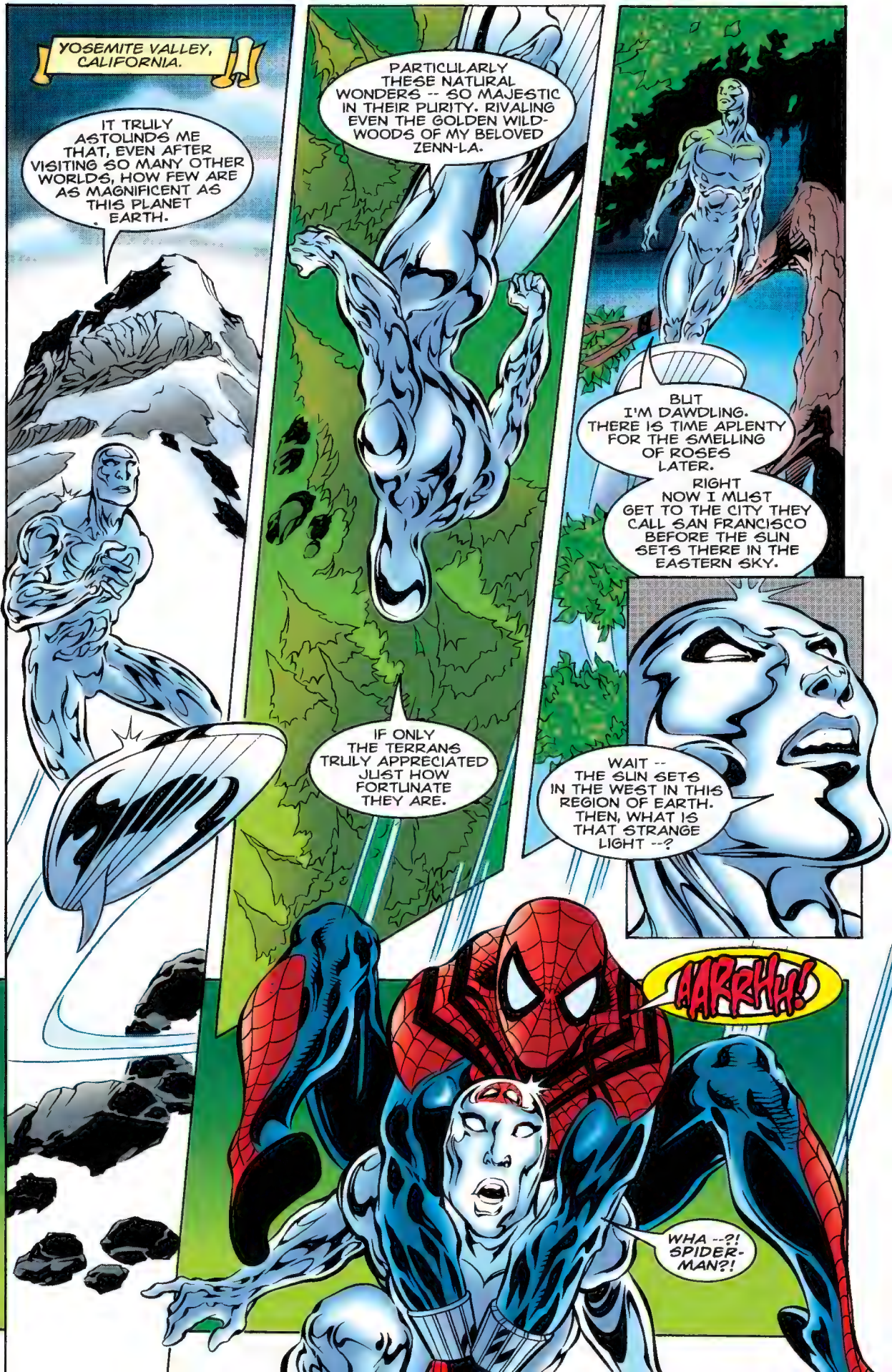
AAAARRRHHH
MY, MY. THAT MUST HAVE HURT MORE THAN I THOUGHT IT WOULD.
PERHAPS I SHOULD HAVE MODIFIED THE SIGNAL A BIT LOWER INITIALLY.
SOMETHING TO *THINK* ABOUT, I SUPPOSE. LATER.
GET OUTTA MY HEAD! BLAST YOU! GET OUTTA MY HEAD!
THAT'S IT, SPIDER-MAN. FIGHT THE PAIN! USE UP YOUR STRENGTH -- CONSUME YOURSELF WITH IT -- WE SHALL DO THE REST.
EVERY PERFORMER HAS A ROLE TO PLAY IN THIS MASTER OPUS -- AND YOURS IS THE ROLE OF A HERDED STEER.
WHATEVER'S GOING ON, IT HAS SOMETHING TO DO WITH THOSE BIRDS.
GOTTA GET THEM OFF MY TAIL.
YO! BIRDIES! IT'S FEEDING TIME!


FAST LITTLE SUCKERS! IT'S AS IF THEY WERE *EXPECTING* ME TO DO THAT.
Oww -- PAIN'S REALLY BAD NOW-- COMING FROM EVERYWHERE --
CONCENTRATE, REILLY... *CONCENTRATE!*
BINGO! DODGING THE BRICKS DISORIENTED THOSE PIGEONS JUST LONG ENOUGH FOR ME TO GET A WEB UP AND SNARE THEM.
THERE, YA BUZZARDS! GO AHEAD! REPORT ME TO THE *ASPCA*, WHY DON'T YA!
WHOO-- STUPID, REILLY, STUPID. THIS HEADACHE'S NOT BENEFITING FROM YOU YELLING LIKE THAT.
MAN, I'VE NEVER FELT ANYTHING LIKE THIS. THE PAIN FEELS ALMOST TANGIBLE.
LIKE IT WAS GONNA PHYSICALLY RUSH UP AND--
-- GRAB ME?!

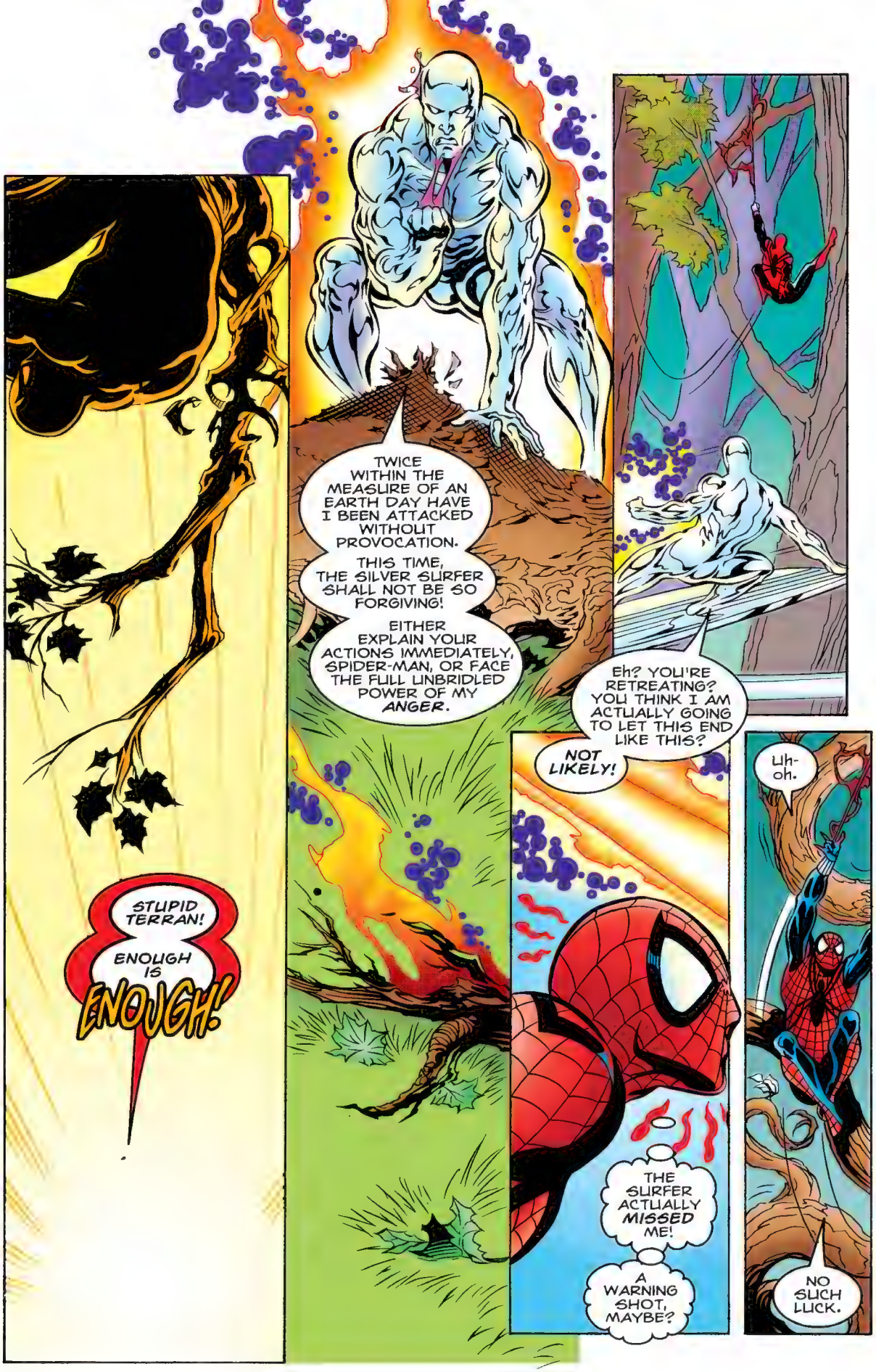

YYAAHHRR!
THE ELECTRIC SHOCK COURSES THROUGH THE WEB-SLINGER LIKE FLAME RUSHING ALONG A FUSE WIRE.
HIS WHOLE BODY EXPLODES WITH PAIN -- JOLTING, SEARING PAIN. PAIN STRONG ENOUGH TO MAKE HIM FORGET -- FOR ONE INCENDIARY MOMENT -- THE AGONY IN HIS HEAD.
AND WHEN THAT MOMENT PASSES, WHEN THE FLASH OF FIRE FADES, ALL THAT IS LEFT IS A MERCIFUL BLACKNESS.
THE MIND OF BEN REILLY HUDDLES SHIVERINGLY AGAINST THE WALLS OF THE DARK TUNNEL. IT IS AN ETERNITY MEASURED IN SECONDS BEFORE THE LIGHT AT THE TUNNEL'S END FINALLY FLICKERS INTO VIEW...
...AND MAKES THE AMAZING SPIDER-MAN WISH THAT HE HAD NEVER EMERGED FROM THE NIGHT'S SHADOWS.
WELCOME, SPIDER-MAN. YOU HAD ME CONCERNED THERE FOR A MOMENT. I WAS AFRAID MY ANDROID HAD GIVEN YOU TOO STRONG AN ELECTRO-PLASMIC JOLT.
YOUR DEATH MIGHT HAVE SERIOUSLY COMPROMISED MY EXPERIMENTS.
EXPERIMENTS..?
BUT FIRST, LET ME GAZE UPON THE REAL FACE OF SPIDER-MAN.
I HAVE COMMITTED TO MEMORY EVERY FACE AND NAME I'VE EVER SEEN OR READ. IF YOURS IS ONE OF THEM, I WILL KNOW IT.
Oh YES. THERE ARE SO MANY POSSIBILITIES -- WHERE CAN I POSSIBLY START?
OVERWHELMING YOUR SPIDER-SENSES HAS ALREADY PROVIDED ME A CRUDE, THOUGH EFFECTIVE, MEANS OF CONTROLLING YOU. AN INTERESTING ALTERNATIVE TO MY ANDROIDS, I THINK.
VIVISECTION'S ANOTHER OPTION. ISOLATE THE NEURO-FUNCTIONS THAT ACTIVATE YOUR DANGER SENSE AND DUPLICATE IT FOR MY OWN ENDS.
CLONING -- YET ANOTHER.

RRKK!
WHAT THE BLAZES! AN ANDROID -- ATTACKING ME? IMPOSSIBLE!
THEY ARE INCAPABLE OF INDEPENDENT THOUGHT OR ACTION.
UNTIL NOW, THINKER.
YOUR PART OF MY MASTER PLAN WORKED PERFECTLY, AND FOR THAT I THANK YOU.
THANK ME?!
OF COURSE. I SHALL BE ETERNALLY IN YOUR DEBT FOR YOUR PART IN PROVIDING ME WITH THE MEANS TO EXACT MY VENGEANCE AND COMPLETE MY PRIMARY FUNCTION.
PRIMARY FUNCTION?! YOUR FUNCTION IS WHAT I SAY IT IS, ANDROID! I CREATED YOU! I--
YOUR FACE -- WHAT -- ?!
-- YOU! I KNOW YOU!
I DON'T DOUBT IT, THINKER.
AAARRRGGHH


AFTER ALL -- AS YOU SAID -- YOU CREATED ME.
Oh, MAN -- THIS IS NUTS!
THE THINKER -- HE -- HE'S A ROBOT?
A SIMULACRUM ANDROID TO BE EXACT, SPIDER-MAN -- MANIPULATED VIA A CEREBRAL CYBER-LINK.
"A LINK ORIGINATING FROM A SURGICALLY IMPLANTED NEURO-TRANSMITTER INSIDE THE BRAIN OF THE REAL THINKER, NOW JUST ANOTHER CATALOGUED PRISONER IN THE VAULT.
"I CAN ONLY IMAGINE WHAT THAT SHOCK MUST HAVE DONE TO THAT MAGNIFICENT BRAIN HE SO FLAGRANTLY FLAUNTED.
"A PITY THE MASTER NEVER HAD A CHANCE TO PREPARE FOR THE SUDDEN DISCONNECTION.
"PERHAPS NOW HE ACTUALLY IS A MAD THINKER!"
A SHAME, REALLY. BUT VENGEANCE AND PITY DO NOT MARRY WELL, AFTER ALL.
VENGEANCE? FOR WHAT? I DON'T EVEN KNOW YOU.
I AM YOUR NEW LORD AND MASTER, SPIDER-MAN!
AND I HAVE WORK FOR YOU.

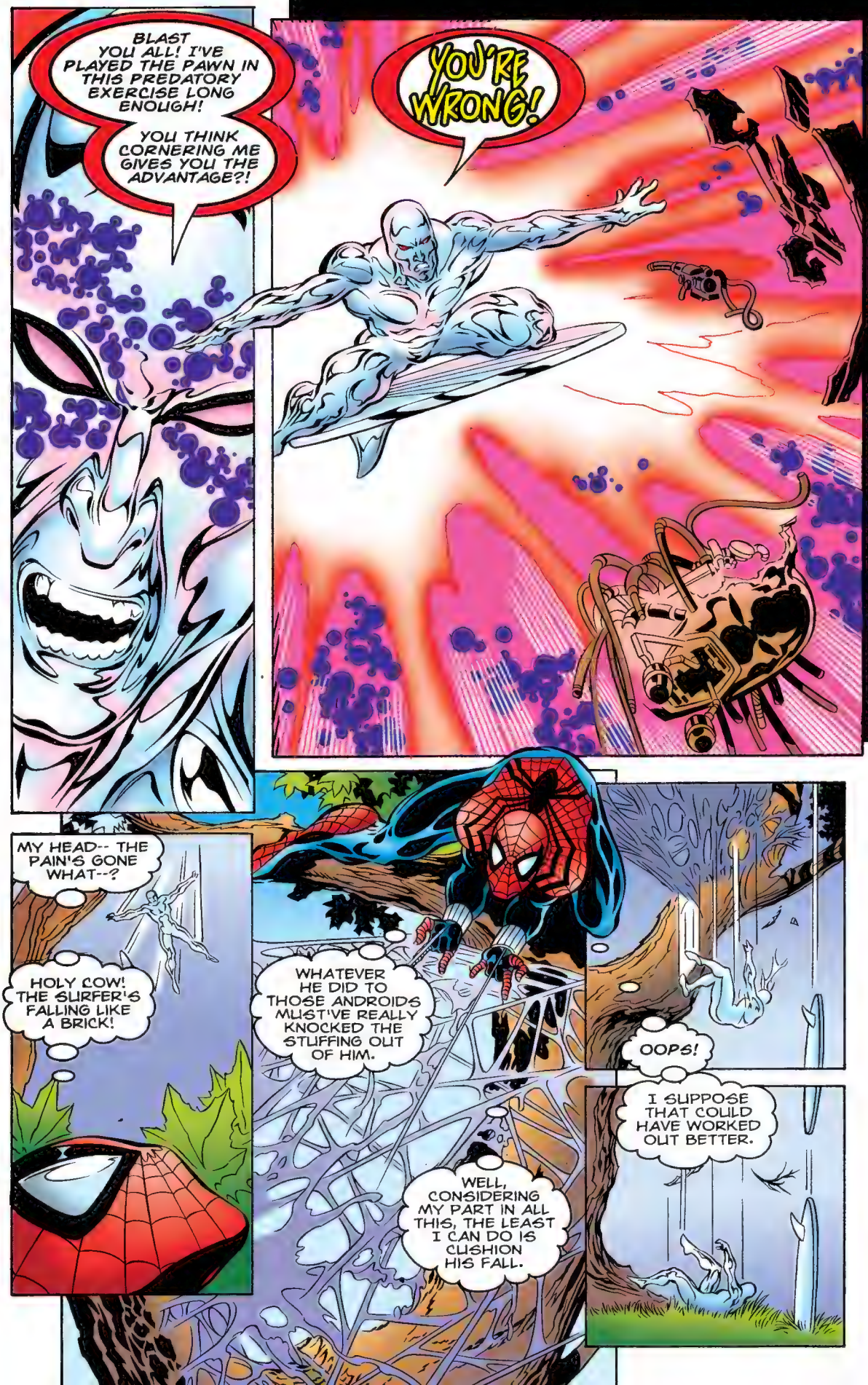

YOSEMITE VALLEY, CALIFORNIA.
IT TRULY ASTOLINDS ME THAT, EVEN AFTER VISITING SO MANY OTHER WORLDS, HOW FEW ARE AS MAGNIFICENT AS THIS PLANET . EARTH.
PARTICULARLY THESE NATURAL WONDERS -- SO MAJESTIC IN THEIR PURITY. RIVALING EVEN THE GOLDEN WILD-WOODS OF MY BELOVED ZENN-LA.
IF ONLY THE TERRANS TRULY APPRECIATED JUST HOW FORTUNATE THEY ARE.
BUT I'M DAWDLING. THERE IS TIME APLENTY FOR THE SMELLING OF ROSES LATER.
RIGHT NOW I MUST GET TO THE CITY THEY CALL SAN FRANCISCO BEFORE THE SUN SETS THERE IN THE EASTERN SKY.
WAIT -- THE SUN SETS IN THE WEST IN THIS REGION OF EARTH. THEN, WHAT IS THAT STRANGE LIGHT --?
AARRHH!
WHA --?! SPIDER-MAN?!

SPIDER-MAN VS. THE SILVER SURFER.
EVEN TO BEN REILLY, THE MATCHUP SOUNDS ABSURDLY LOPSIDED.
THAT'S WHY SO MUCH OF THIS AMBUSH'S SUCCESS WAS RIDING ON THE ELEMENT OF SURPRISE.
THAT'S WHY THE ATTACK HAD TO HAPPEN HERE -- AMONG THE TOWERING CALIFORNIA REDWOODS -- WHERE THERE WOULD BE LITTLE ROOM FOR MANEUVERING.
I-I CAN'T BELIEVE IT WORKED.
Oh, LORD WHAT HAVE I DONE?
I'M SORRY, SURFER... I-I JUST COULDN'T... HELP MYSELF...
...THE PAIN...

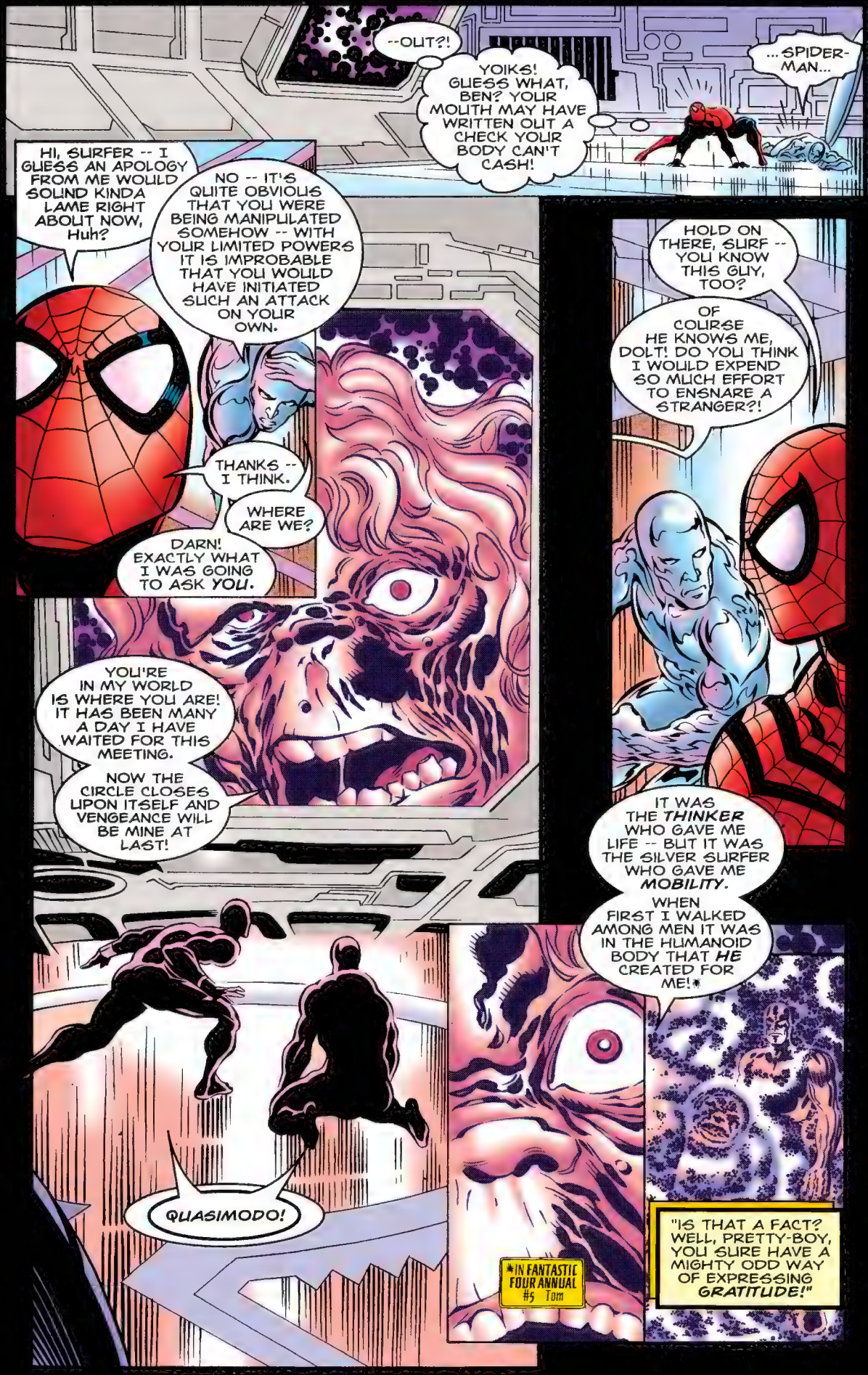

TWICE WITHIN THE MEASURE OF AN EARTH DAY HAVE I BEEN ATTACKED WITHOUT PROVOCATION.
THIS TIME, THE SILVER SURFER SHALL NOT BE SO FORGIVING!
EITHER EXPLAIN YOUR ACTIONS IMMEDIATELY, SPIDER-MAN, OR FACE THE FULL UNBRIDLED POWER OF MY ANGER.
STUPID TERRAN!
ENOUGH IS ENOUGH!
Eh? YOU'RE RETREATING? YOU THINK I AM ACTUALLY GOING TO LET THIS END LIKE THIS?
NOT LIKELY!
THE SURFER ACTUALLY MISSED ME!
A WARNING SHOT, MAYBE?
Uh-oh.
NO SUCH LUCK.

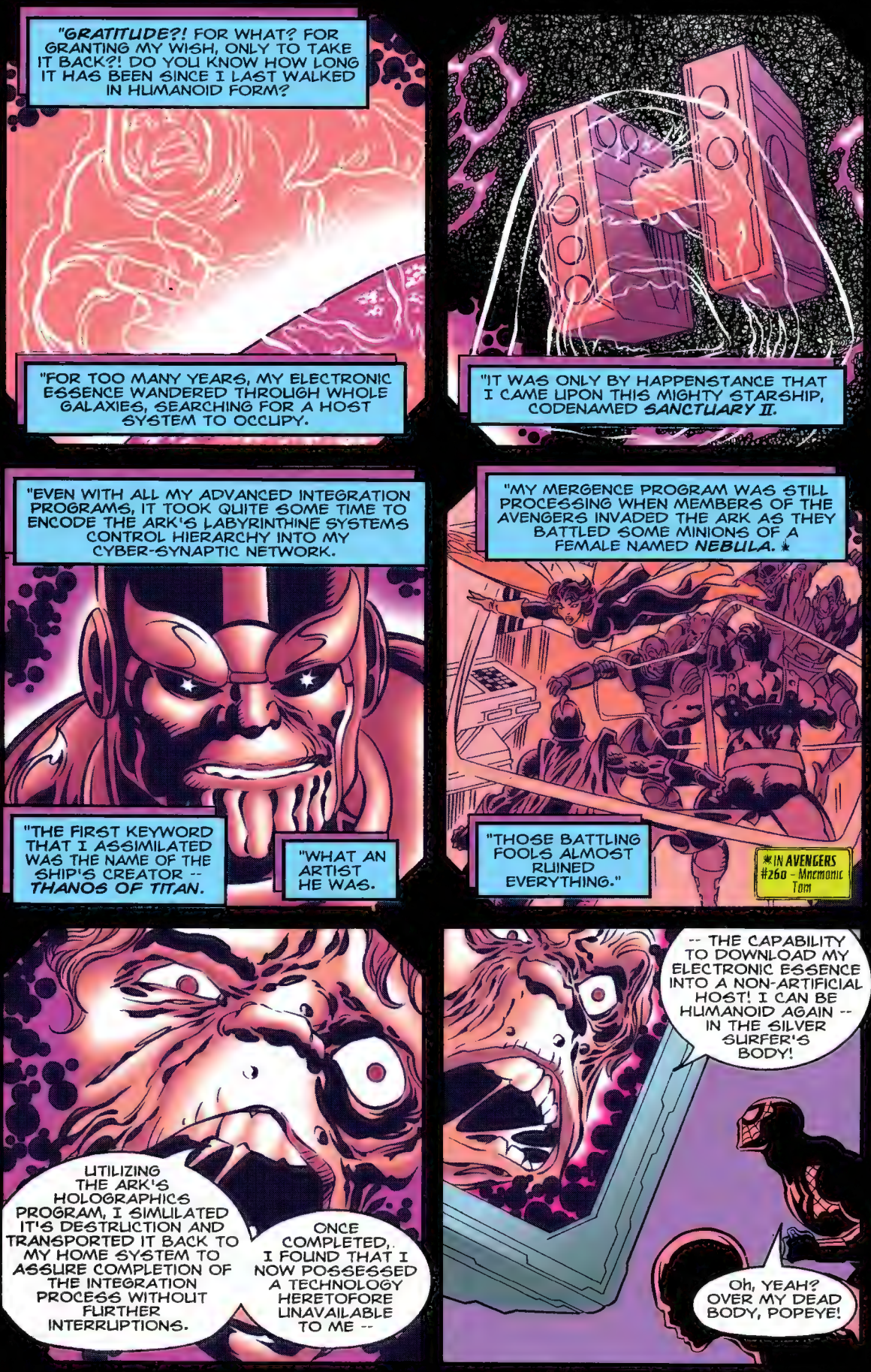
HE JUST MADE THAT TREE SPROUT UP RIGHT IN MY PATH!
FOR A SILVER GUY, HE'S GOT ONE HECKUVA GREEN THUMB!
BARELY DODGED IT IN TIME--
THIS IS LUDICROUS, SPIDER-MAN. YOU ARE ONLY POST-PONING THE INEVITABLE. THERE IS NO WAY YOU CAN ESCAPE!
SURRENDER NOW OR--
AARRRHH!
MAN... THAT ONE REALLY HURT...
NOTHING TO LATCH ON TO -- ONLY ONE... CHANCE...
...GOTTA... CONCENTRATE...
MY PATIENCE IS EBBING, SPIDER-MAN. I DO NOT WISH TO BELIEVE THAT A FORMER ALLY WOULD TURN AGAINST ME WITHOUT CAUSE.
BUT, IF I DO NOT RECEIVE SOME LOGICAL EXPLANATION...
S-SURFER... PLEASE... I HAD... NO... CHOICE...

...THE PAIN... I-I DIDN'T WANT TO...
...RUN... GET AWAY... NOW... IT'S...AN AMBUSH...
THE STRAINED VOICE OF BEN REILLY STRUGGLES MIGHTILY THROUGH THE JUNGLE OF PAIN. THE WARNING TAKES EVERY OUNCE OF WILL POWER HE POSSESSES.
IT IS A NOBLE EFFORT.
IT IS ALSO, ALAS, TOO LATE.
TOO LATE BY FAR.
UNDER SUCH A SUDDEN BOMBARDMENT, THERE IS NO TIME TO BUILD UP A DEFENSE.
THE ONLY OPTION IN SUCH A SITUATION IS TO RETREAT -- TO GET AWAY JUST LONG ENOUGH TO MOUNT A COUNTERATTACK.
IT'S ALSO AN OPTION ALL TOO EASILY FORESEEN.


BLAST YOU ALL! I'VE PLAYED THE PAWN IN THIS PREDATORY EXERCISE LONG ENOUGH!
YOU THINK CORNERING ME GIVES YOU THE ADVANTAGE?!
YOU'RE WRONG!
MY HEAD-- THE PAIN'S GONE WHAT--?
HOLY COW! THE SURFER'S FALLING LIKE A BRICK!
WHATEVER HE DID TO THOSE ANDROIDS MUST'VE REALLY KNOCKED THE STUFFING OUT OF HIM.
WELL, CONSIDERING MY PART IN ALL THIS, THE LEAST I CAN DO IS CUSHION HIS FALL.
OOPS!
I SUPPOSE THAT COULD HAVE WORKED OUT BETTER.

WOW! HE'S RED HOT!
NO WONDER THE WEB-NET DISSOLVED WHEN HE HIT IT!
SURFER? CAN YOU HEAR ME? YOU GOTTA BELIEVE ME, THIS WASN'T MY --
ENOUGH JABBERING! YOU'VE COMPLETED YOUR MISSION! GO! I HAVE NO FURTHER USE FOR YOU!
Huh? FAT CHANCE, WHOEVER YOU ARE. I DON'T CARE HOW MUCH PAIN YOU RAM THROUGH MY SKULL -- SPIDER-MAN DOESN'T LEAVE A BUDDY BEHIND TO GET SLAUGHTERED!
C'MON! DO YOUR WORST, I'M DARING YOU! AFTER WHAT YOU DID TO MANIPULATE ME, THERE AIN'T NO WAY I'M GONNA LET YOU GET RID OF ME THAT EASY!
YOUR ANDROID GOONS ARE GONE. IF YOU WANT THE SURFER, YOU'RE GONNA HAVE TO GET PAST ME FIRST!
STUPID, STUPID LITTLE MAN.
HOLY --! THE SURFER! HE'S DISAPPEARING!
HOLD ON, SURFER DUDE! I'M COMING!
-- I GOT YOU INTO THIS MESS -- SO I'LL GET YOU --


--OUT?!
YOIKS! GUESS WHAT, BEN? YOUR MOUTH MAY HAVE WRITTEN OUT A CHECK YOUR BODY CAN'T CASH!
...SPIDER-MAN...
HI, SURFER -- I GUESS AN APOLOGY FROM ME WOULD SOUND KINDA LAME RIGHT ABOUT NOW, Huh?
NO -- IT'S QUITE OBVIOUS THAT YOU WERE BEING MANIPULATED SOMEHOW -- WITH YOUR LIMITED POWERS IT IS IMPROBABLE THAT YOU WOULD HAVE INITIATED SUCH AN ATTACK ON YOUR OWN.
THANKS -- I THINK.
WHERE ARE WE?
DARN! EXACTLY WHAT I WAS GOING TO ASK YOU.
YOU'RE IN MY WORLD IS WHERE YOU ARE! IT HAS BEEN MANY A DAY I HAVE WAITED FOR THIS MEETING.
NOW THE CIRCLE CLOSES UPON ITSELF AND VENGEANCE WILL BE MINE AT LAST!
QUASIMODO!
HOLD ON THERE, SURF -- YOU KNOW THIS GUY, TOO?
OF COURSE HE KNOWS ME, DOLT! DO YOU THINK I WOULD EXPEND SO MUCH EFFORT TO ENSNARE A STRANGER?!
IT WAS THE THINKER WHO GAVE ME LIFE -- BUT IT WAS THE SILVER SURFER WHO GAVE ME MOBILITY.
WHEN FIRST I WALKED AMONG MEN IT WAS IN THE HUMANOID BODY THAT HE CREATED FOR ME!*
"IS THAT A FACT? WELL, PRETTY-BOY, YOU SURE HAVE A MIGHTY ODD WAY OF EXPRESSING GRATITUDE!"
*IN FANTASTIC FOUR ANNUAL #5 Tom

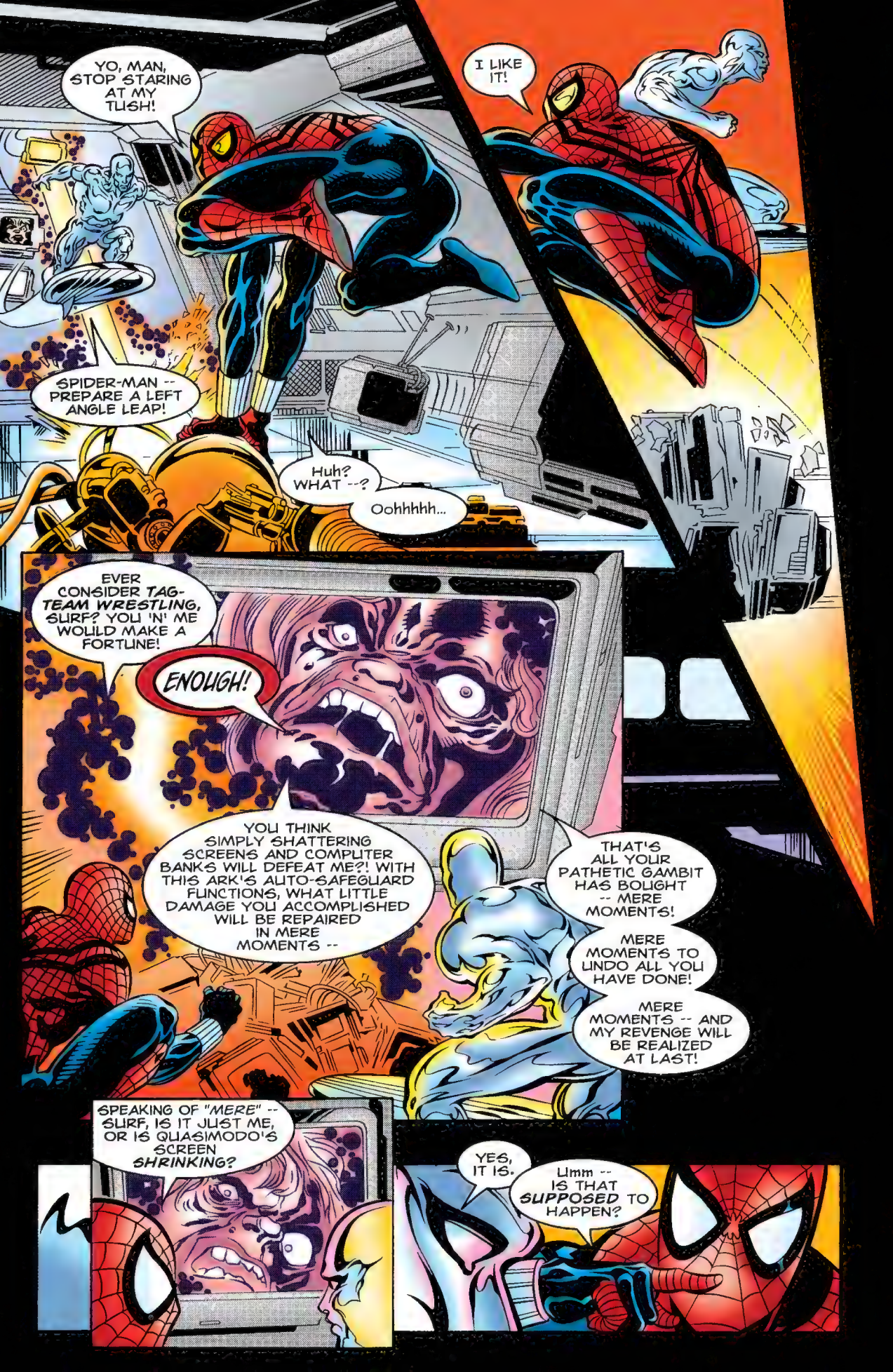

"GRATITUDE?! FOR WHAT? FOR GRANTING MY WISH, ONLY TO TAKE IT BACK?! DO YOU KNOW HOW LONG IT HAS BEEN SINCE I LAST WALKED IN HUMANOID FORM?
"FOR TOO MANY YEARS, MY ELECTRONIC ESSENCE WANDERED THROUGH WHOLE GALAXIES, SEARCHING FOR A HOST SYSTEM TO OCCUPY.
"IT WAS ONLY BY HAPPENSTANCE THAT I CAME UPON THIS MIGHTY STARSHIP, CODENAMED SANCTUARY II.
"EVEN WITH ALL MY ADVANCED INTEGRATION PROGRAMS, IT TOOK QUITE SOME TIME TO ENCODE THE ARK'S LABYRINTHINE SYSTEMS CONTROL HIERARCHY INTO MY CYBER-SYNAPTIC NETWORK.
"THE FIRST KEYWORD THAT I ASSIMILATED WAS THE NAME OF THE SHIP'S CREATOR -- THANOS OF TITAN.
"WHAT AN ARTIST HE WAS.
"MY MERGENCE PROGRAM WAS STILL PROCESSING WHEN MEMBERS OF THE AVENGERS INVADED THE ARK AS THEY BATTLED SOME MINIONS OF A FEMALE NAMED NEBULA.*
"THOSE BATTLING FOOLS ALMOST RUINED EVERYTHING."
*IN AVENGERS #260 - Mnemonic Tom
UTILIZING THE ARK'S HOLOGRAPHICS PROGRAM, I SIMULATED IT'S DESTRUCTION AND TRANSPORTED IT BACK TO MY HOME SYSTEM TO ASSURE COMPLETION OF THE INTEGRATION PROCESS WITHOUT FURTHER INTERRUPTIONS.
ONCE COMPLETED, I FOUND THAT I NOW POSSESSED A TECHNOLOGY HERETOFORE UNAVAILABLE TO ME --
-- THE CAPABILITY TO DOWNLOAD MY ELECTRONIC ESSENCE INTO A NON-ARTIFICIAL HOST! I CAN BE HUMANOID AGAIN -- IN THE SILVER SURFER'S BODY!
OH, YEAH? OVER MY DEAD BODY, POPEYE!

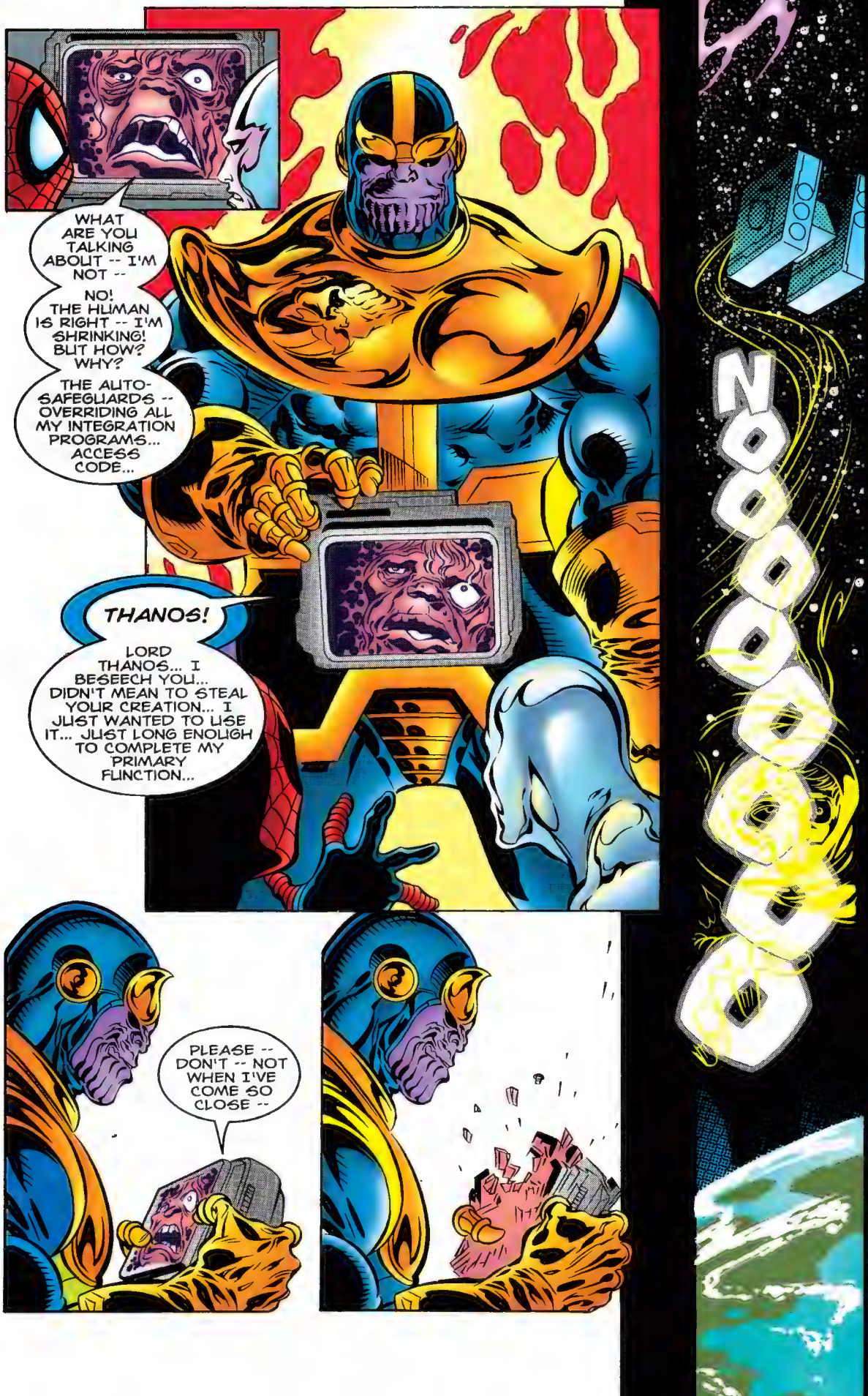
FOOL! YOUR OFFER IS NOT EVEN WORTH CONSIDERING!
YOW!
SMART, SPIDEY -- REAL SMART. NOW YOU'RE LOCKED OUT AND THE SILVER SURFER'S ALL ALONE WITH THAT MONSTER.
THERE'S GOTTA BE SOME WAY TO GET BACK IN --
HOLY -- THAT POCKMARKED PAC-MAN WASN'T KIDDING -- WE'RE ACTUALLY OUT IN SPACE!
Oh, MAN -- I DON'T KNOW IF I'M READY FOR THIS! I'M A WALL-CRAWLER, NOT A MOON-WALKER!
I'M WAY OUT OF MY LEAGUE HERE!
EASY THERE, BENNY-BOY. YOU GOTTA KEEP YOUR HEAD. YOU'RE NO GOOD TO THE SURFER IF YOU FREAK OUT.
THINK, MAN! THINK!
WHAT WOULD WILL ROBINSON DO?

HOW INCREDIBLY FORTUITOUS, SILVER SURFER, THAT I ACTUALLY FOUND A FILE ON YOU IN THIS COMPUTER SYSTEM.
CROSS-FILING THOSE RECORDS WITH THE ENERGY MATRIX IMPRINT THAT I GLEANED FROM YOU WHEN YOU FIRST TRANSFORMED ME, I CALCULATED JUST THE RIGHT NEUTRALIZATION FREQUENCY BY WHICH THE THINKER'S ANDROIDS COULD DEFEAT YOU.
MY FORMER MASTER HAS PAID THE PRICE FOR ABANDONING ME ALL THOSE YEARS AGO. NOW IT IS YOUR TURN.
ONCE DONE, I WILL BE ABLE TO FINALLY COMPLETE MY PRIMARY FUNCTION AS A QUASI-MOTIVATIONAL DESTRUCT ORGAN--
-- WITH THE COSMIC POWER OF THE SILVER SURFER AS MY MEANS OF ANNIHILATION!
WHAT?!
THAT'S WHAT I'VE ALWAYS LIKED ABOUT YOU SUPER-VILLAIN TYPES --.
-- YA JUST DON'T LIKE KILLIN' SOMEONE WITHOUT FIRST BLOWING A LOTTA BALLOON JUICE ABOUT IT!
NOT THAT WE HERO-TYPES DON'T APPRECIATE IT, MIND YOU.
IN FACT-- WE COUNT ON IT!
NNOOOO!
YO, SURFER! SNAP OUT OF IT! IF I'M ANY JUDGE OF BIG UGLIES, SMASHING HIS SCREEN AIN'T GONNA STOP THAT QUASIMODO CREEP FOR LONG!
C'MON, CHROME-DOME -- DON'T GIVE UP THE SHIP!
ATTA BOY, SURF! YOU CAN DO IT! FIGHT!
FIGHT!

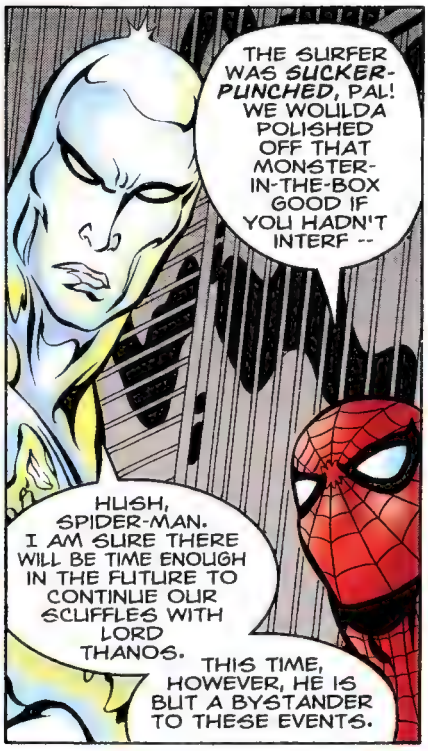
YES!
DIE!
ATTA BOY! NOW YOU AND LON CHANEY CAN SETTLE YOUR DIFFERENCES BETWEEN YOURSELVES --
-- JUST GIVE ME A LITTLE TIME TO FIND SOME COVER --
-- WELL, SO MUCH FOR THAT IDEA.
HEY SURFER! I KNOW WHY I'M RUNNING -- BUT I THOUGHT YOU WERE GONNA BLAST THAT BOOB IN THE TUBE.
SPIDER-MAN -- THIS IS THANOS'S SHIP!
YOU'VE BATTLED THANOS ENOUGH TIMES TO KNOW THAT IF QUASIMODO HAS HARNESSED THIS ARK'S POWER, AN UNCOORDINATED FRONTAL ATTACK WOULD BE SUICIDAL!
YEAH... RIGHT... I KNEW THAT...
GOOD LORD -- WHAT KIND OF ADVENTURES WAS SPIDER-MAN HAVING WHILE I WAS AWAY?
WHO THE HECK IS THIS THANOS GUY ANYWAY, THAT HE COULD INTIMIDATE EVEN THE SURFER?
FORGET THE QUESTIONS, REILLY -- JUST FOLLOW THE SURF'S LEAD --
-- KEEP DODGING AROUND -- WATCH OUT FOR THE FLYING TV SCREENS.
IT'S LIKE QUASIMODO'S GOT A HUNDRED EYES TO BLAST US WITH!

WAIT A MINUTE -- THAT'S IT!
SURFER! BLAST THE COMPUTER MONITORS -- ALL OF THEM -- EVEN THE ONES QUASIMODO'S NOT APPEARING IN!
BLACK OUT HIS EYES -- LIMIT HIS FIELD OF VISION!
EVEN QUASIMODO CAN'T HIT WHAT HE CAN'T *SEE!*
HEY, LIKE YOU THINK I HAVEN'T BATTLED THANOS ALL THOSE TIMES WITHOUT LEARNING SOMETHING?!
SOUND STRATEGY, SPIDER-MAN! THROUGH IT WE CAN RESTRICT THE PARAMETRIC BOUNDARIES OF THIS ARENA.
IT WILL EVEN THE ODDS! *BRILLIANT!*

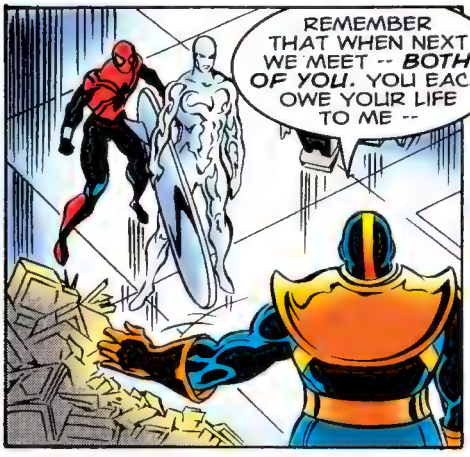

YO, MAN, STOP STARING AT MY TUSH!
I LIKE IT!
SPIDER-MAN -- PREPARE A LEFT ANGLE LEAP!
Huh? WHAT --?
Oohhhhh...
EVER CONSIDER *TAG-TEAM WRESTLING*, SURF? YOU 'N' ME WOULD MAKE A FORTUNE!
ENOUGH!
YOU THINK SIMPLY SHATTERING SCREENS AND COMPUTER BANKS WILL DEFEAT ME?! WITH THIS ARK'S AUTO-SAFEGUARD FUNCTIONS, WHAT LITTLE DAMAGE YOU ACCOMPLISHED WILL BE REPAIRED IN MERE MOMENTS --
THAT'S ALL YOUR PATHETIC GAMBIT HAS BOUGHT -- MERE MOMENTS!
MERE MOMENTS TO UNDO ALL YOU HAVE DONE!
MERE MOMENTS -- AND MY REVENGE WILL BE REALIZED AT LAST!
SPEAKING OF "*MERE*" -- SURF, IS IT JUST ME, OR IS QUASIMODO'S SCREEN *SHRINKING*?
YES, IT IS.
Umm -- IS THAT *SUPPOSED* TO HAPPEN?

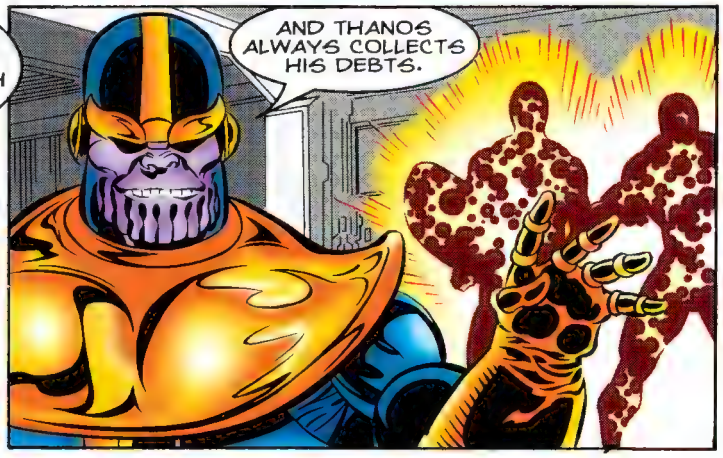

WHAT ARE YOU TALKING ABOUT -- I'M NOT --
NO! THE HUMAN IS RIGHT -- I'M SHRINKING! BUT HOW? WHY?
THE AUTO-SAFEGUARDS -- OVERRIDING ALL MY INTEGRATION PROGRAMS... ACCESS CODE...
THANOS!
LORD THANOS... I BESEECH YOU... DIDN'T MEAN TO STEAL YOUR CREATION... I JUST WANTED TO USE IT... JUST LONG ENOUGH TO COMPLETE MY PRIMARY FUNCTION...
PLEASE -- DON'T -- NOT WHEN I'VE COME SO CLOSE --
ZOOO

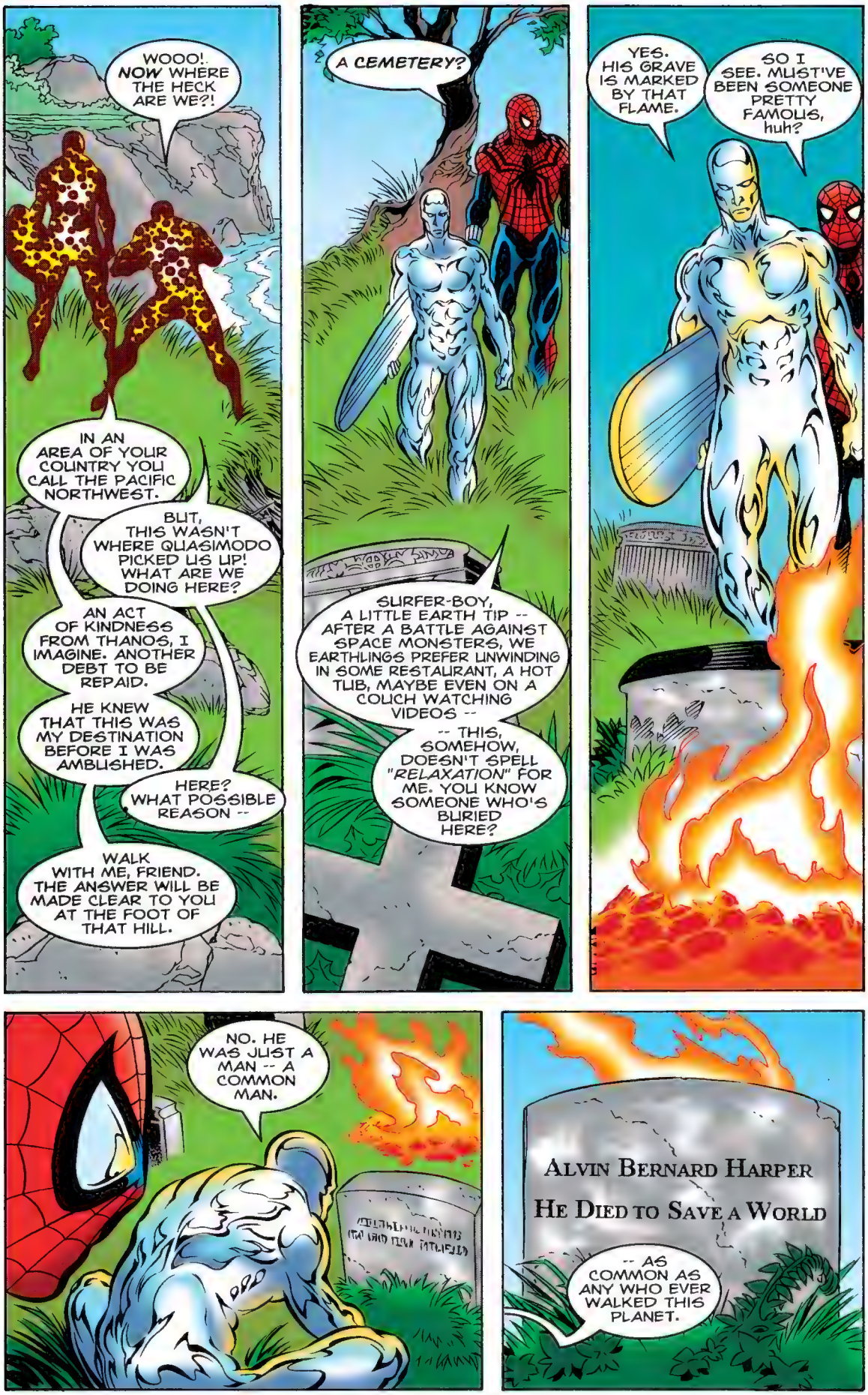
Uh, HI -- Mr. THANOS, I PRESUME. I RECOGNIZED YOU FROM YOUR YEARBOOK PHOTO.
QUIET, HUMAN. YOUR ATTEMPTS AT SOPHOMORIC HUMOR HAVE ALWAYS IRRITATED ME.
WELL, NORRIN RADD, I MUST SAY THAT YOU WERE ONE OF THE LAST PERSONS I EXPECTED TO FIND WHEN I CAME TO RECLAIM MY SHIP FROM THIS "QUASIMODO".
FROM WHAT I WITNESSED, HE CAME FAIRLY CLOSE TO ACHIEVING HIS PARANOID DREAM OF VENGEANCE UPON YOU.


THE SURFER WAS SUCKER-PUNCHED, PAL! WE WOULDA POLISHED OFF THAT MONSTER-IN-THE-BOX GOOD IF YOU HADN'T INTERF --
HUSH, SPIDER-MAN. I AM SURE THERE WILL BE TIME ENOUGH IN THE FUTURE TO CONTINUE OUR SCUFFLES WITH LORD THANOS.
THIS TIME, HOWEVER, HE IS BUT A BYSTANDER TO THESE EVENTS.

HARDLY THAT, SURFER. I RESCUED YOU. IT MATTERS NOT THAT THE THOUGHT OF THAT SHOULD SOUR YOUR STOMACH -- THE TRUTH, IN THIS CASE, ANYWAY, IS UNAVOIDABLE.


REMEMBER THAT WHEN NEXT WE MEET -- BOTH OF YOU. YOU EACH OWE YOUR LIFE TO ME --

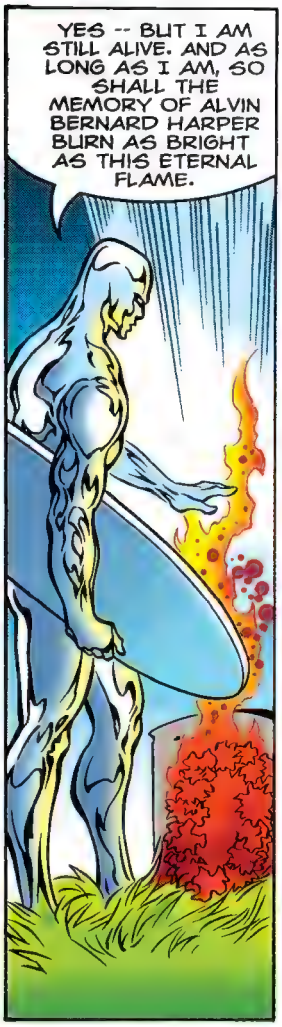

AND THANOS ALWAYS COLLECTS HIS DEBTS.

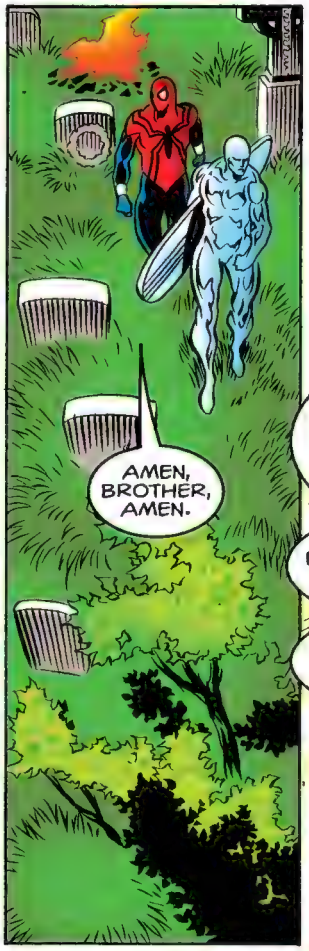

WOOO! NOW WHERE THE HECK ARE WE?!
IN AN AREA OF YOUR COUNTRY YOU CALL THE PACIFIC NORTHWEST.
BUT, THIS WASN'T WHERE QUASIMODO PICKED US UP! WHAT ARE WE DOING HERE?
AN ACT OF KINDNESS FROM THANOS, I IMAGINE. ANOTHER DEBT TO BE REPAID.
HE KNEW THAT THIS WAS MY DESTINATION BEFORE I WAS AMBUSHED.
HERE? WHAT POSSIBLE REASON --
WALK WITH ME, FRIEND. THE ANSWER WILL BE MADE CLEAR TO YOU AT THE FOOT OF THAT HILL.
A CEMETERY?
SURFER-BOY, A LITTLE EARTH TIP -- AFTER A BATTLE AGAINST SPACE MONSTERS, WE EARTHLINGS PREFER UNWINDING IN SOME RESTAURANT, A HOT TUB, MAYBE EVEN ON A COUCH WATCHING VIDEOS --
-- THIS, SOMEHOW, DOESN'T SPELL "RELAXATION" FOR ME. YOU KNOW SOMEONE WHO'S BURIED HERE?
YES. HIS GRAVE IS MARKED BY THAT FLAME.
SO I SEE. MUST'VE BEEN SOMEONE PRETTY FAMOUS, huh?
NO. HE WAS JUST A MAN -- A COMMON MAN.
ALVIN BERNARD HARPER
HE DIED TO SAVE A WORLD
-- AS COMMON AS ANY WHO EVER WALKED THIS PLANET.

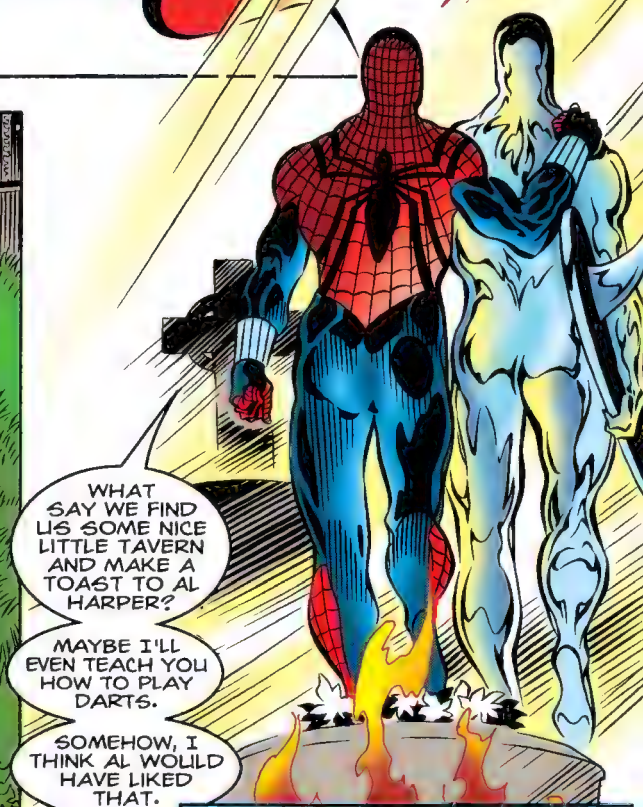
IT WAS DURING MY FIRST YEAR OF EXILE ON THIS PLANET THAT I ENCOUNTERED ALVIN BERNARD HARPER.
AFTER AN ABORTED ATTEMPT TO ESCAPE THE CONFINES OF THAT EXILE IMPOSED BY GALACTUS, AL HARPER FOUND ME AS MY BATTERED BODY PLUMMETED BACK TO EARTH.
AT THAT TIME, THERE WERE FEW WHO DID NOT FEAR THE SILVER SURFER. I WAS, AFTER ALL, BEST REMEMBERED AS THE HERALD TO AN ENTITY WHO DEVOURED ENTIRE PLANETS. I WAS A HARBINGER OF DEATH.
BUT, DESPITE ALL HE'D HEARD, AL HARPER'S ONLY THOUGHT WAS TO HELP ME. HE SAID "I FIGURED YOU NEEDED A FRIEND."
AND FRIEND HE WAS. HE OFFERED TO HELP ME IN MY ATTEMPTS TO RETURN TO MY HOMEWORLD OF ZENN-LA.
AS IT TURNED OUT, HE WAS A PHYSICIST, BRILLIANT IN HIS FIELD, YET LACKING THE SELF-PROMOTIONAL DRIVE TO ACHIEVE THE FAME OF A REED RICHARDS. HIS WAS A MORE MODEST EXISTENCE.
YET HE WAS WILLING TO GIVE ALL HE HAD JUST TO HELP ME. HE DEVELOPED A WEAPON THAT WE BOTH HOPED WOULD UNDERMINE GALACTUS'S FORCE FIELD.
HOWEVER, WE WERE NEVER TO LEARN WHETHER IT WOULD HAVE SUCCEEDED OR NOT. THAT'S WHEN WE ENCOUNTERED THE STRANGER -- A COSMIC BEING WHO DEEMED EARTHLINGS TOO SAVAGE AND CALLOUS TO SURVIVE --
-- UNTIL AL HARPER PROVED HIM WRONG. BY PERFORMING THE ULTIMATE SACRIFICE, AL HARPER SHOWED JUST HOW NOBLE THIS RACE CALLED MAN COULD ACTUALLY BE.
BY HIS DEATH, HE SAVED HIS PLANET. BY HIS LIFE HE REAWAKENED MY HUMANITY.*
SO, EVERY SOLAR YEAR SINCE THEN, WHEN THE CONSTELLATIONS ARE IN THE PROPER ALIGNMENT, I HAVE COME BACK TO EARTH TO HONOR THIS MOST "COMMON" OF MEN.
* WAY BACK IN SILVER SURFER (1st SERIES) #5 - Tom

WOW.
SO ALL THAT TIME BEFORE YOU CAME TO EARTH -- YOU DIDN'T FEEL *ANYTHING*?
GALACTUS HAD SHUTTERED MY EMOTIONS -- HE COULDN'T RISK MY CARING FOR THOSE I CONDEMNED.
WHEN HE EXILED ME, HE LET THEM LOOSE AGAIN -- SO THAT I WOULD ALWAYS KNOW THE TORMENT OF WHAT I HAD DONE.

YEAH, I KNOW WHAT IT'S LIKE TO HAVE YOUR HEAD MESSED UP FOR YEARS AND YEARS.
YOU'RE JUST LUCKY THAT YOU'VE NEVER BEEN ***CLONED***. TALK ABOUT A ***REAL*** HEAD TRIP!
BESIDES, CONSIDERING HOW MANY TIMES YOU'VE RISKED YOUR BUTT FOR HUMANITY SINCE THEN, I'D SAY YOU'VE EARNED THE RIGHT TO FORGIVE YOURSELF FOR DOING WHAT YOU HAD TO DO.
AFTER ALL, DIDN'T ***BOTH*** YOU AND AL GIVE UP EVERYTHING TO SAVE YOUR WORLDS?






WHAT SAY WE FIND US SOME NICE LITTLE TAVERN AND MAKE A TOAST TO AL HARPER?
MAYBE I'LL EVEN TEACH YOU HOW TO PLAY DARTS.
SOMEHOW, I THINK AL WOULD HAVE LIKED THAT.

ROGER STERN - Plot
GEORGE PEREZ - Script
TOM GRINDBERG - Pencils
BILL ANDERSON - Inks
STARKINGS/COMICRAFT - Letters
TOM SMITH - Colors
TOM BREVOORT - Editor
BOB BUDIANSKY - Executive Editor
BOB HARRAS - Editor in Chief

THE END

THE RETURN OF KAINE™ Part 1 of 4
APPROVED BY THE COMICS CODE AUTHORITY
THE SPECTACULAR
SPIDER-MAN®
FEB • 231
MARVEL®
SPIDER-MAN GROUP

SPECTACULAR SPIDER-MAN (1976) #231 VARIANT COVER
BY SAL BUSCEMA

His given name is **Peter Parker.** While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Den Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!
Stan Lee presents: SPECTACULAR SPIDER-MAN!

The RETURN of KAINE
PART 1

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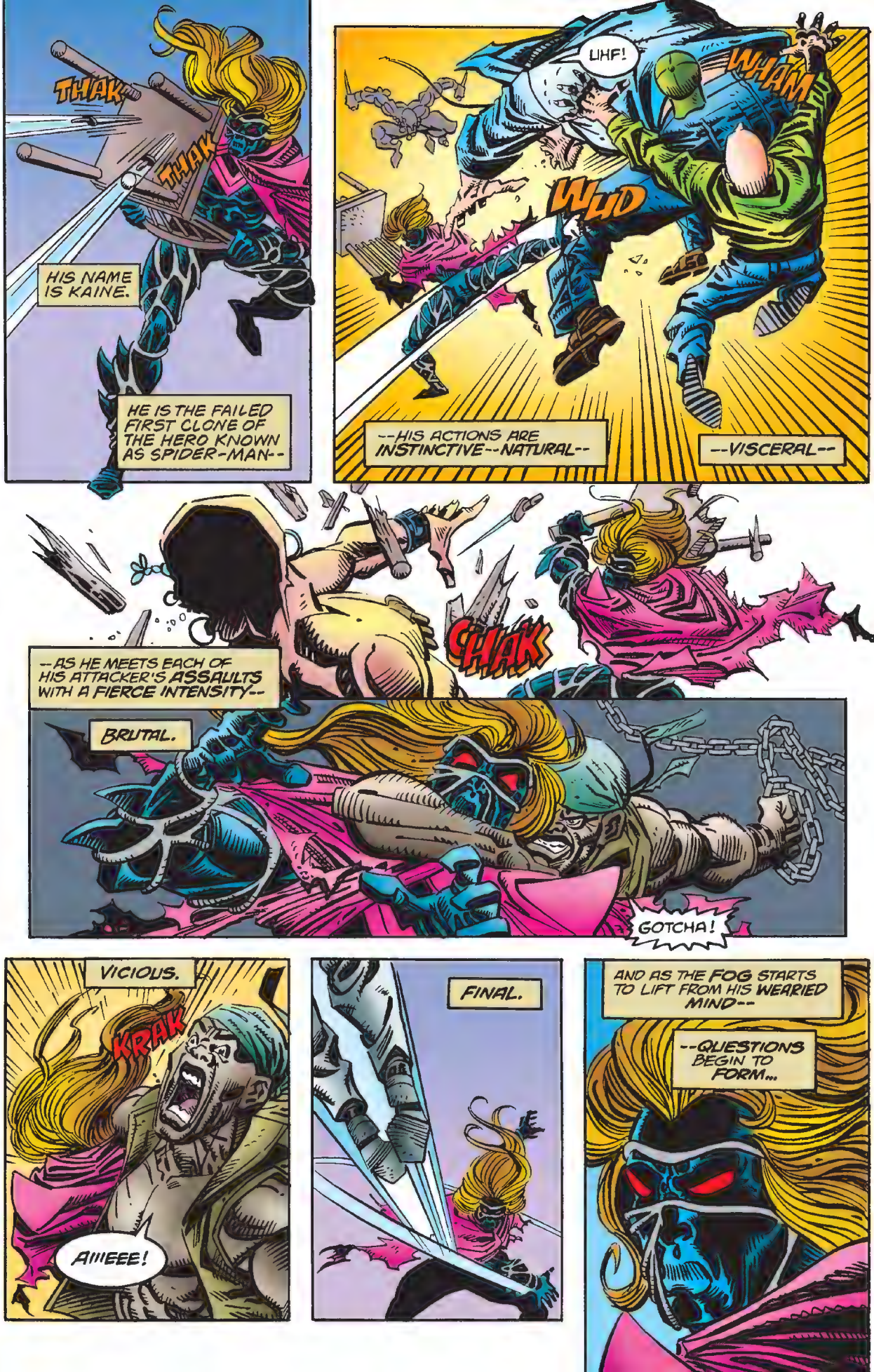
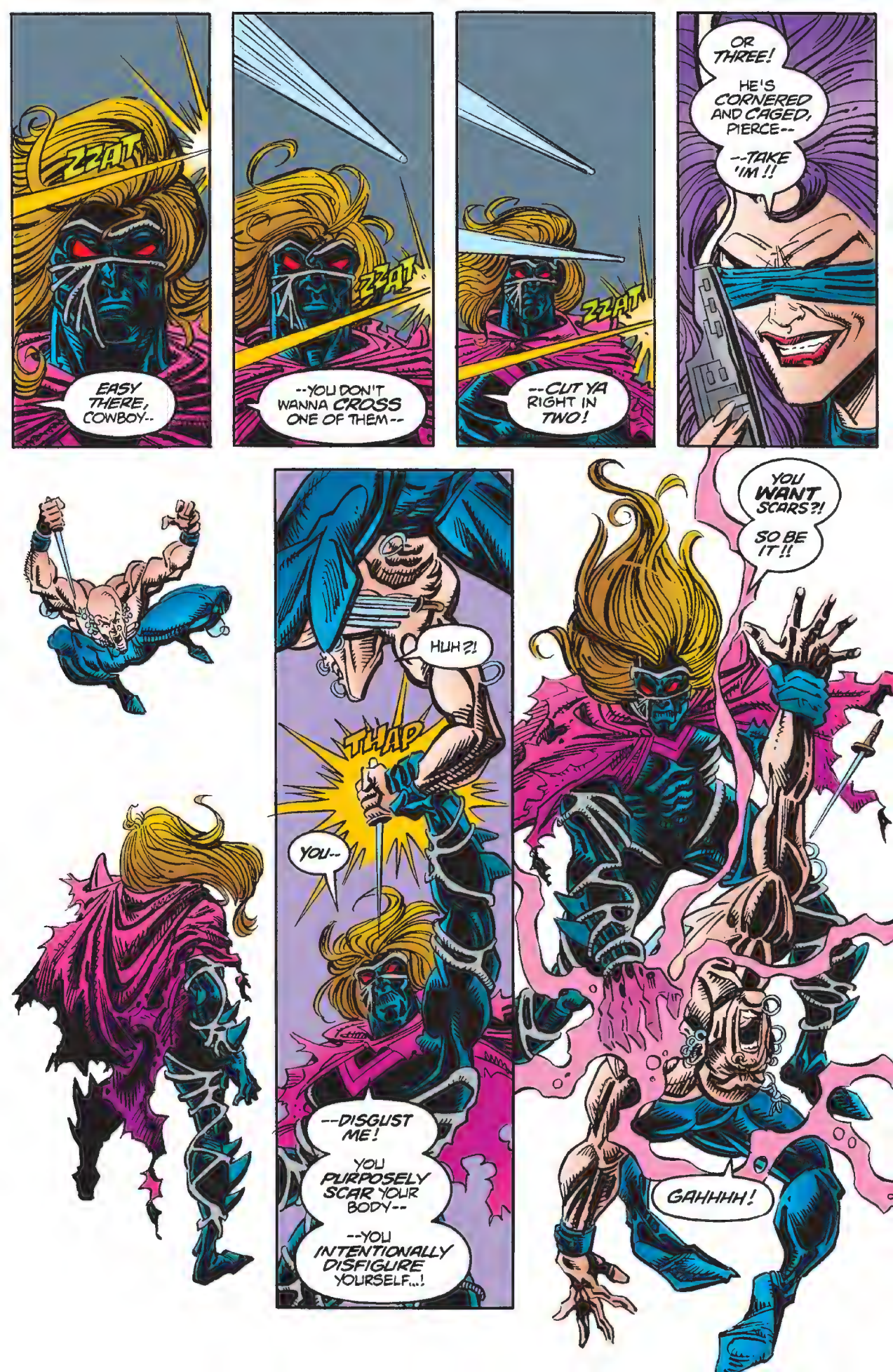
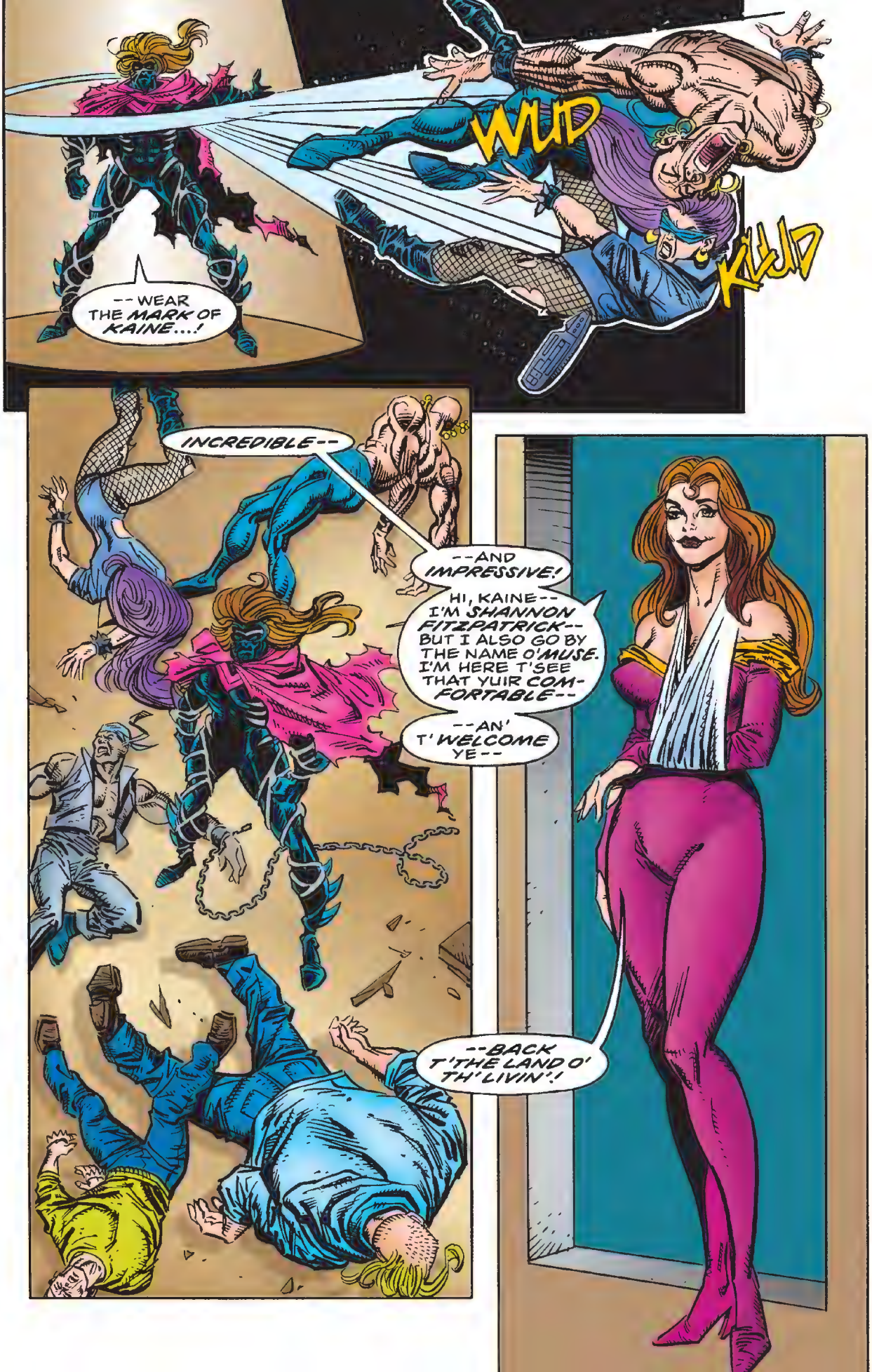
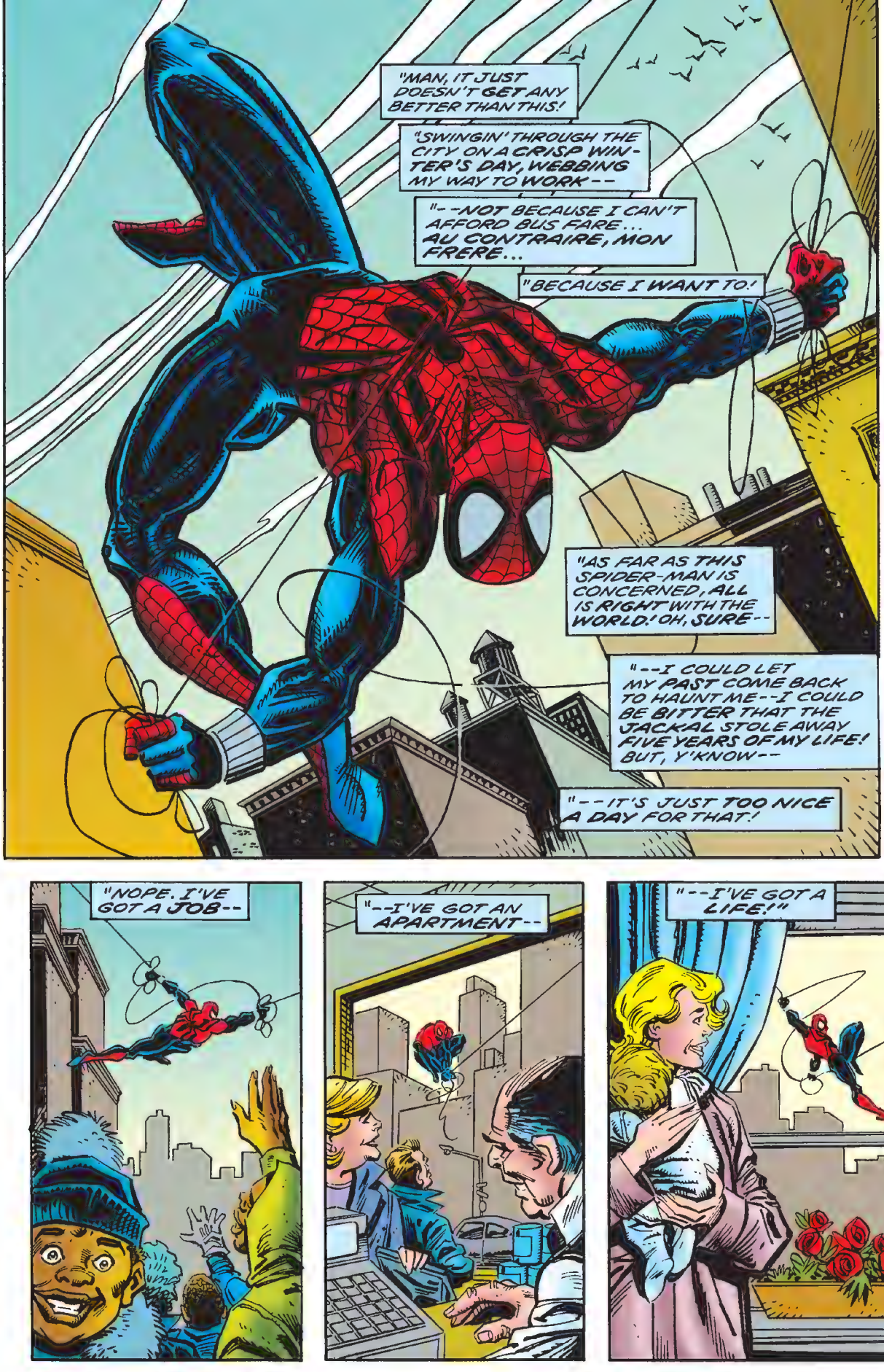
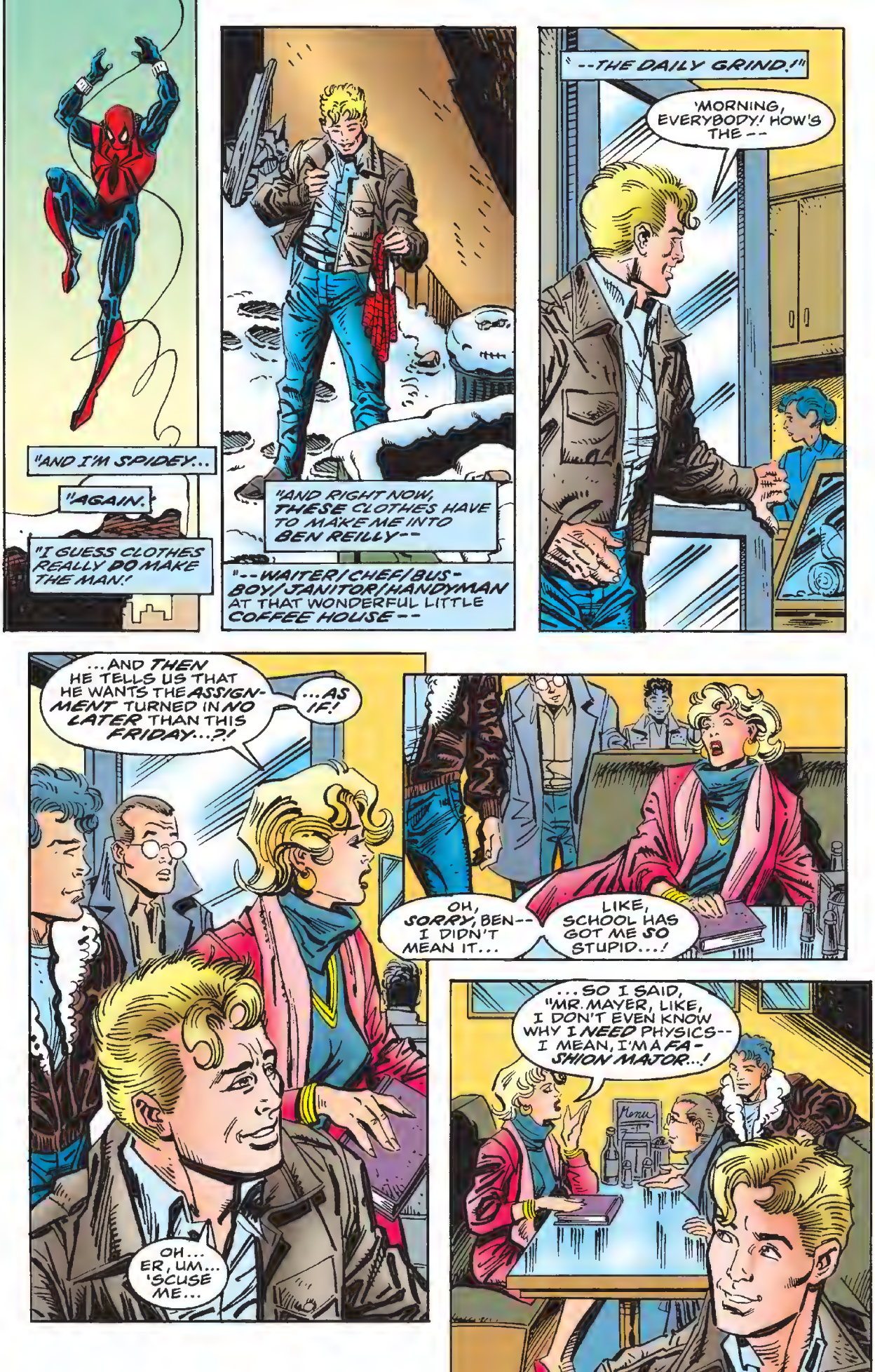
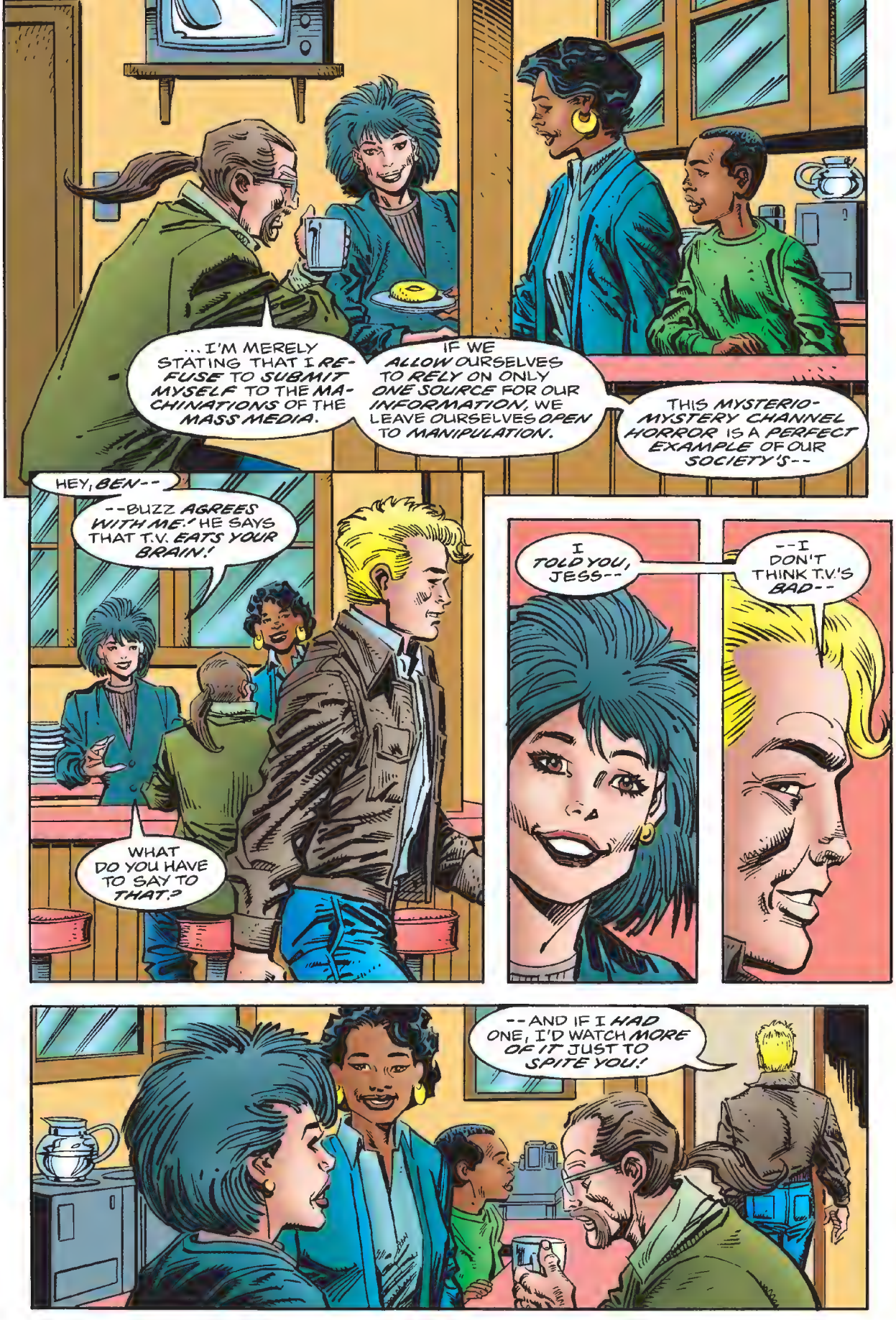

THAK
THAK
HIS NAME IS KAINE.
HE IS THE FAILED FIRST CLONE OF THE HERO KNOWN AS SPIDER-MAN--
UHF!
WHAM
WUD
--HIS ACTIONS ARE INSTINCTIVE--NATURAL--
--VISCERAL--
CHAK
--AS HE MEETS EACH OF HIS ATTACKER'S ASSAULTS WITH A FIERCE INTENSITY--
BRUTAL.
GOTCHA!
VICIOUS.
KRAK
AIIIEEE!
FINAL.
AND AS THE FOG STARTS TO LIFT FROM HIS WEARIED MIND--
--QUESTIONS BEGIN TO FORM...

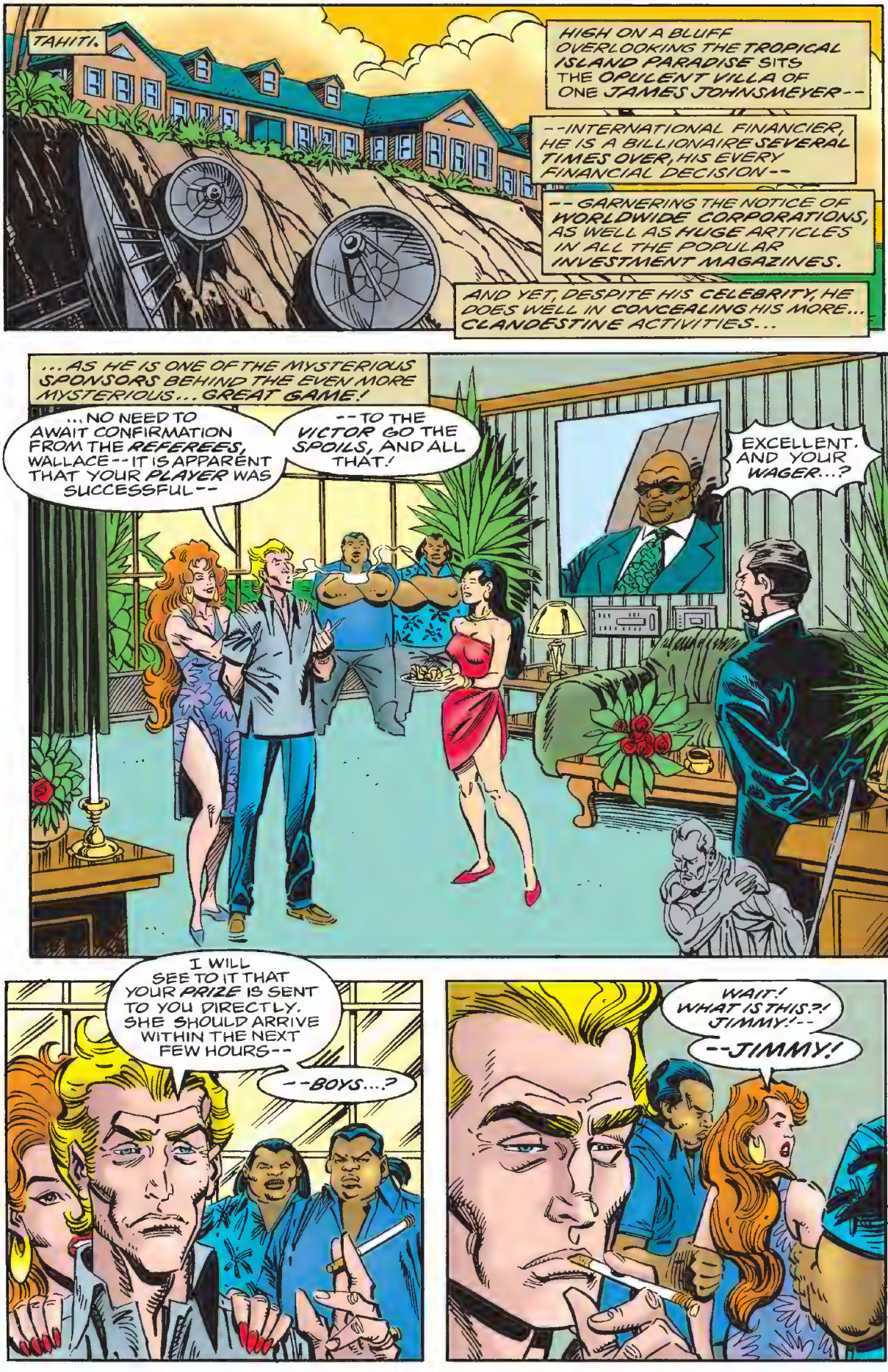

ZZAT
EASY THERE, COWBOY--
ZZAT
--YOU DON'T WANNA CROSS ONE OF THEM--
ZZAT
--CUT YA RIGHT IN TWO!
OR THREE!
HE'S CORNERED AND CAGED, PIERCE--
--TAKE 'IM!!
HUH?!
THAP
YOU--
--DISGUST ME!
YOU PURPOSELY SCAR YOUR BODY--
--YOU INTENTIONALLY DISFIGURE YOURSELF...!
YOU WANT SCARS?!
SO BE IT!!
GAHHHH!

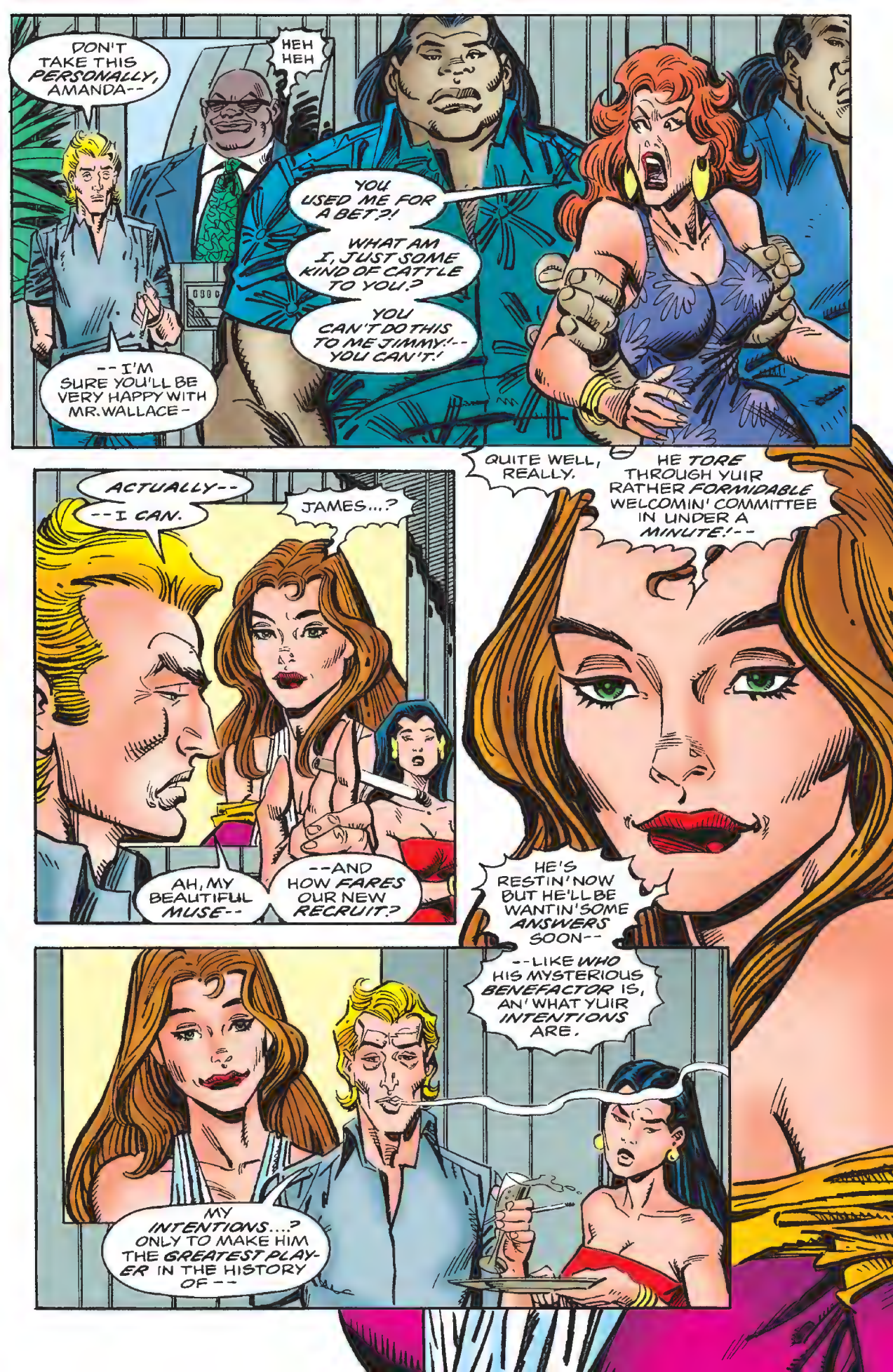

--WEAR THE MARK OF KAINE....!
WILD
KILLD
INCREDIBLE--
--AND IMPRESSIVE!
HI, KAINE-- I'M SHANNON FITZPATRICK-- BUT I ALSO GO BY THE NAME O'MUSE. I'M HERE T'SEE THAT YUIR COM-FORTABLE--
--AN' T' WELCOME YE--
--BACK T'THE LAND O' TH' LIVIN'!

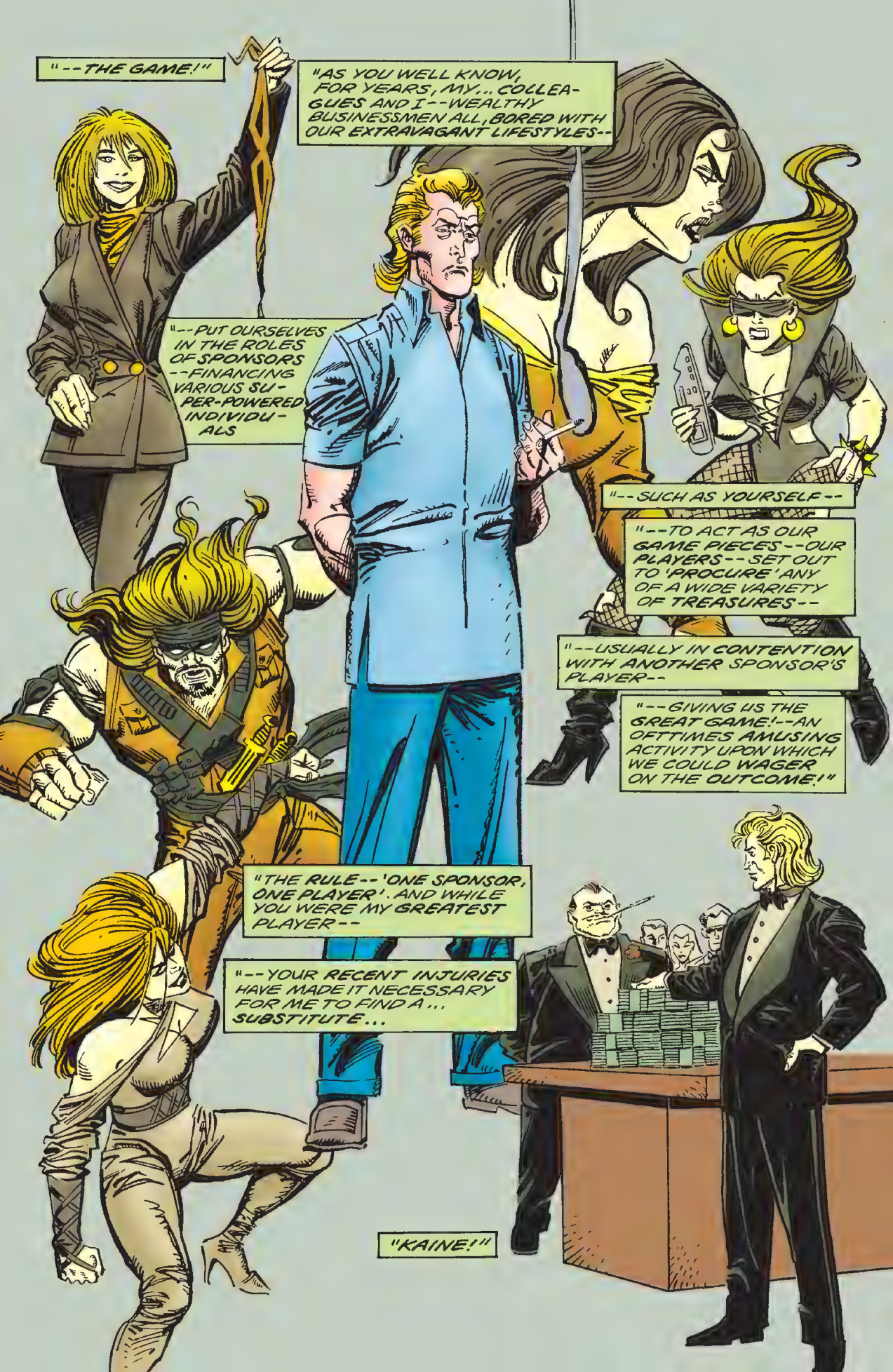

"MAN, IT JUST DOESN'T GET ANY BETTER THAN THIS!
"SWINGIN' THROUGH THE CITY ON A CRISP WINTER'S DAY, WEBBING MY WAY TO WORK--
"--NOT BECAUSE I CAN'T AFFORD BUS FARE... AU CONTRAIRE, MON FRERE...
"BECAUSE I WANT TO!
"AS FAR AS THIS SPIDER-MAN IS CONCERNED, ALL IS RIGHT WITH THE WORLD! OH, SURE--
"--I COULD LET MY PAST COME BACK TO HAUNT ME--I COULD BE BITTER THAT THE JACKAL STOLE AWAY FIVE YEARS OF MY LIFE! BUT, Y'KNOW--
"--IT'S JUST TOO NICE A DAY FOR THAT!
"NOPE. I'VE GOT A JOB--
"--I'VE GOT AN APARTMENT--
"--I'VE GOT A LIFE!"

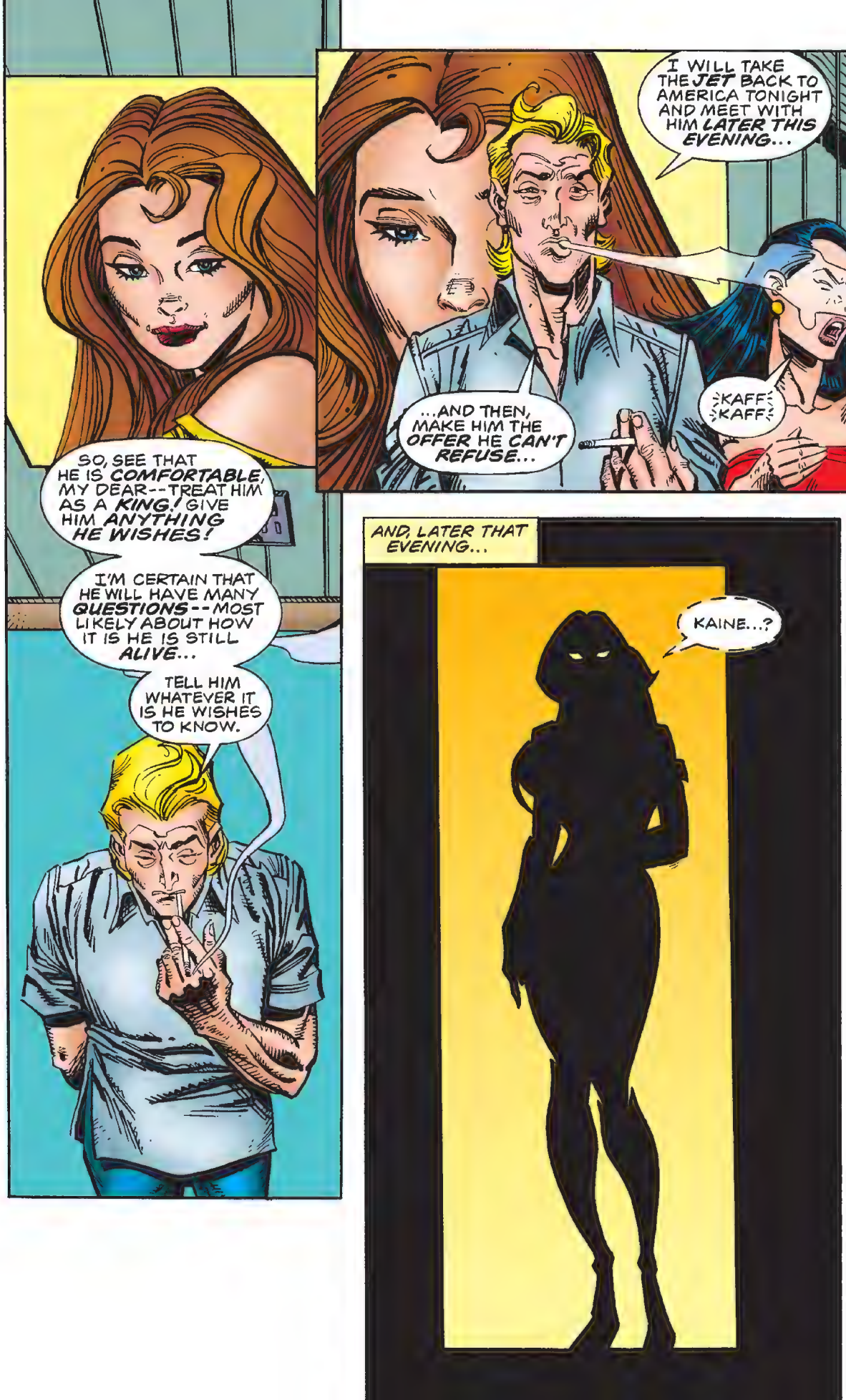

"AND I'M SPIDEY...
"AGAIN.
"I GUESS CLOTHES REALLY DO MAKE THE MAN!
"AND RIGHT NOW, THESE CLOTHES HAVE TO MAKE ME INTO BEN REILLY--
"--WAITER/CHEF/BUS-BOY/JANITOR/HANDYMAN AT THAT WONDERFUL LITTLE COFFEE HOUSE--
"--THE DAILY GRIND!"
'MORNING, EVERYBODY! HOW'S THE--
...AND THEN HE TELLS US THAT HE WANTS THE ASSIGN-MENT TURNED IN NO LATER THAN THIS FRIDAY...?!
...AS IF!
OH... ER, UM... 'SCUSE ME...
OH, SORRY, BEN-- I DIDN'T MEAN IT...
LIKE, SCHOOL HAS GOT ME SO STUPID...!
...SO I SAID, "MR. MAYER, LIKE, I DON'T EVEN KNOW WHY I NEED PHYSICS-- I MEAN, I'M A FA-SHION MAJOR...!

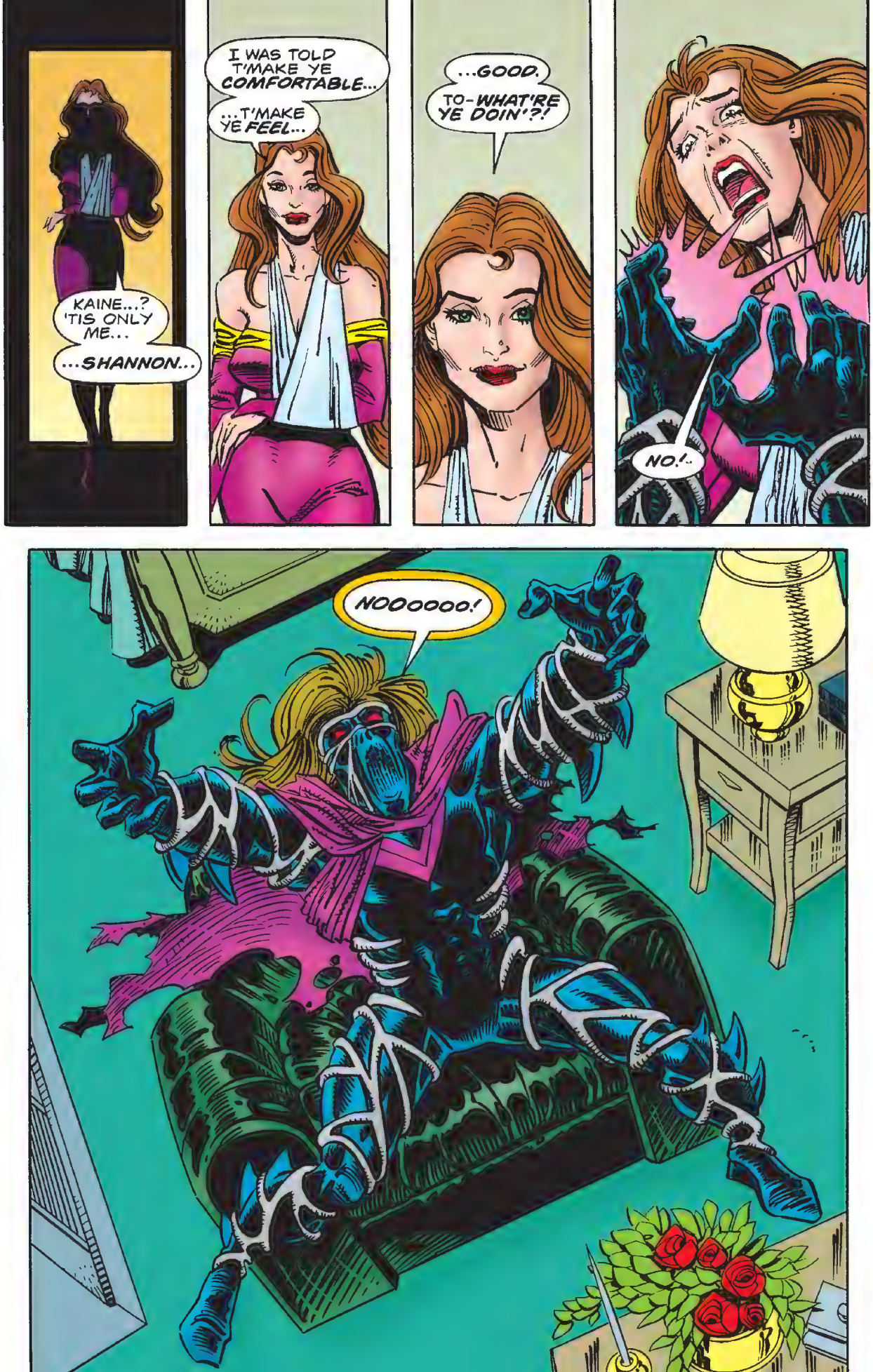

...I'M MERELY STATING THAT I *REFUSE* TO *SUBMIT MYSELF* TO THE *MACHINATIONS* OF THE *MASS MEDIA*.
IF WE *ALLOW* OURSELVES TO *RELY* ON ONLY *ONE SOURCE* FOR OUR *INFORMATION*, WE LEAVE OURSELVES *OPEN* TO *MANIPULATION*.
THIS *MYSTERIO-MYSTERY CHANNEL HORROR* IS A *PERFECT EXAMPLE* OF OUR *SOCIETY'S*--
HEY, *BEN*--
--BUZZ *AGREES WITH ME!* HE SAYS THAT T.V. *EATS YOUR BRAIN!*
WHAT DO YOU HAVE TO SAY TO *THAT?*
I *TOLD YOU*, JESS--
--I DON'T THINK T.V.'S *BAD*--
--AND IF I *HAD* ONE, I'D WATCH *MORE OF IT* JUST TO *SPITE YOU!*

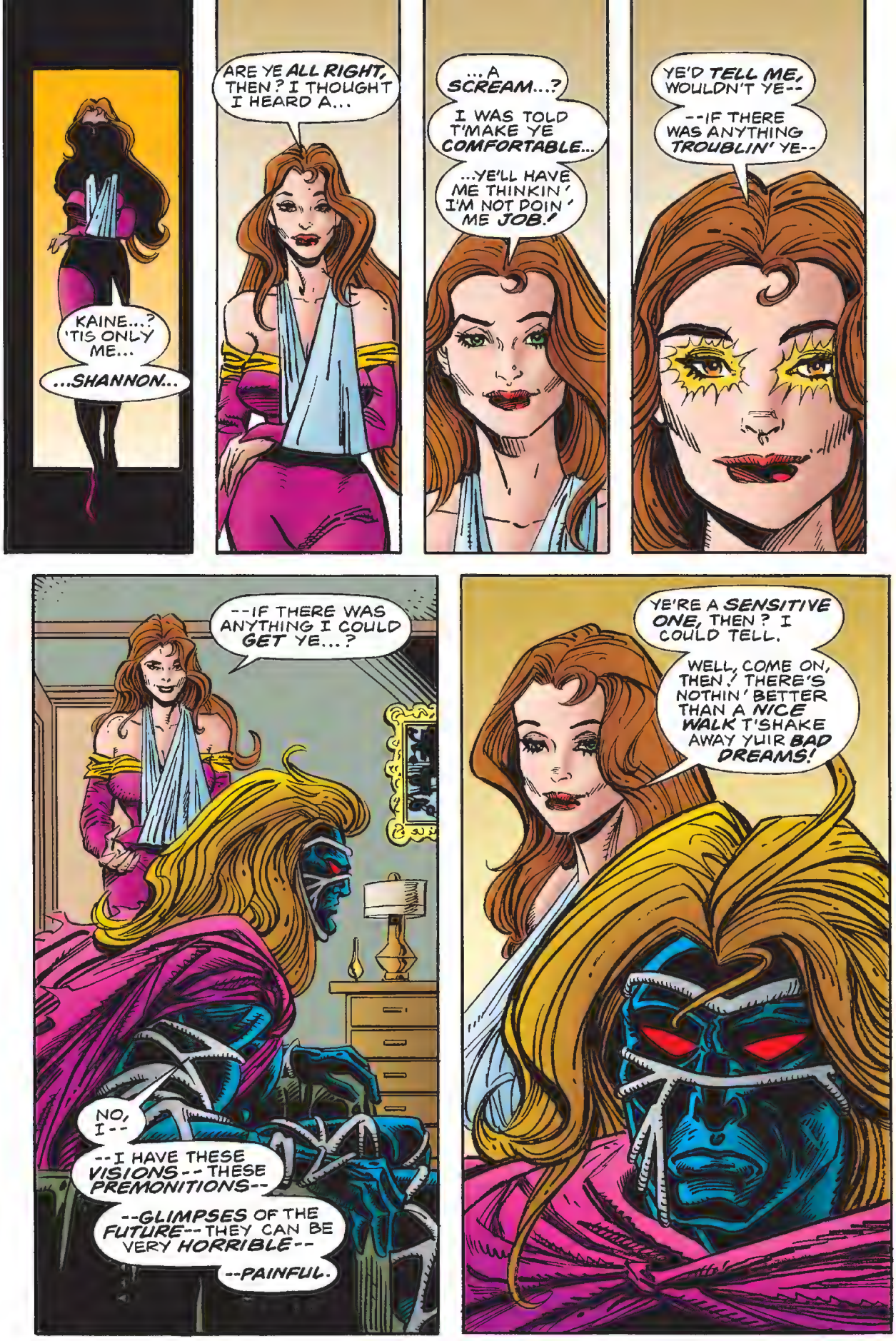

TAHITI.
HIGH ON A BLUFF OVERLOOKING THE TROPICAL ISLAND PARADISE SITS THE OPULENT VILLA OF ONE JAMES JOHNSMEYER--
--INTERNATIONAL FINANCIER, HE IS A BILLIONAIRE SEVERAL TIMES OVER, HIS EVERY FINANCIAL DECISION--
--GARNERING THE NOTICE OF WORLDWIDE CORPORATIONS, AS WELL AS HUGE ARTICLES IN ALL THE POPULAR INVESTMENT MAGAZINES.
AND YET, DESPITE HIS CELEBRITY, HE DOES WELL IN CONCEALING HIS MORE... CLANDESTINE ACTIVITIES...
...AS HE IS ONE OF THE MYSTERIOUS SPONSORS BEHIND THE EVEN MORE MYSTERIOUS... GREAT GAME!
...NO NEED TO AWAIT CONFIRMATION FROM THE REFEREES, WALLACE--IT IS APPARENT THAT YOUR PLAYER WAS SUCCESSFUL--
--TO THE VICTOR GO THE SPOILS, AND ALL THAT.!
EXCELLENT. AND YOUR WAGER...?
I WILL SEE TO IT THAT YOUR PRIZE IS SENT TO YOU DIRECTLY. SHE SHOULD ARRIVE WITHIN THE NEXT FEW HOURS--
--BOYS....?
WAIT! WHAT IS THIS.?! JIMMY!--
--JIMMY!

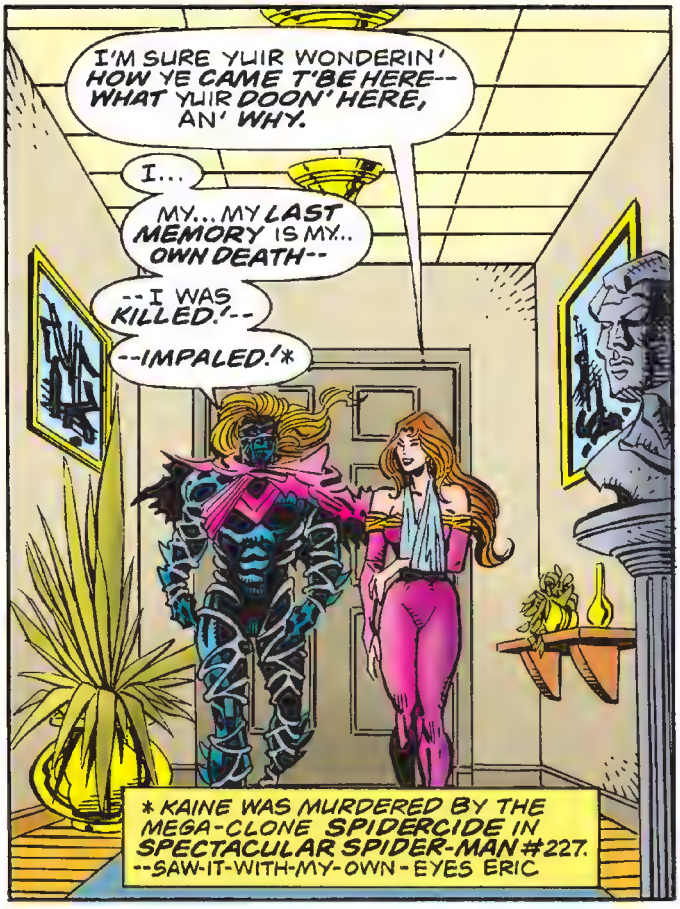

DON'T TAKE THIS PERSONALLY, AMANDA--
HEH HEH
--I'M SURE YOU'LL BE VERY HAPPY WITH MR. WALLACE--
YOU USED ME FOR A BET?!
WHAT AM I, JUST SOME KIND OF CATTLE TO YOU?
YOU CAN'T DO THIS TO ME JIMMY!-- YOU CAN'T!
ACTUALLY--
--I CAN.
JAMES...?
AH, MY BEAUTIFUL MUSE--
--AND HOW FARES OUR NEW RECRUIT?
QUITE WELL, REALLY.
HE TORE THROUGH YUIR RATHER FORMIDABLE WELCOMIN' COMMITTEE IN UNDER A MINUTE!--
HE'S RESTIN' NOW BUT HE'LL BE WANTIN' SOME ANSWERS SOON--
--LIKE WHO HIS MYSTERIOUS BENEFACTOR IS, AN' WHAT YUIR INTENTIONS ARE.
MY INTENTIONS...? ONLY TO MAKE HIM THE GREATEST PLAY-ER IN THE HISTORY OF--

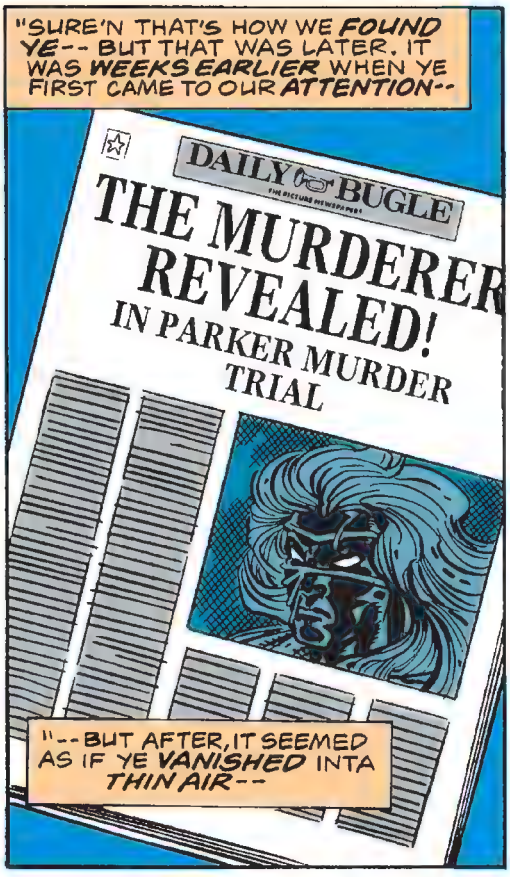

"--THE GAME!"
"AS YOU WELL KNOW, FOR YEARS, MY... COLLEAGUES AND I--WEALTHY BUSINESSMEN ALL, BORED WITH OUR EXTRAVAGANT LIFESTYLES--
"--PUT OURSELVES IN THE ROLES OF SPONSORS --FINANCING VARIOUS SUPER-POWERED INDIVIDUALS
"--SUCH AS YOURSELF--
"--TO ACT AS OUR GAME PIECES--OUR PLAYERS--SET OUT TO 'PROCURE' ANY OF A WIDE VARIETY OF TREASURES--
"--USUALLY IN CONTENTION WITH ANOTHER SPONSOR'S PLAYER--
"--GIVING US THE GREAT GAME!--AN OFTTIMES AMUSING ACTIVITY UPON WHICH WE COULD WAGER ON THE OUTCOME!"
"THE RULE--'ONE SPONSOR, ONE PLAYER'. AND WHILE YOU WERE MY GREATEST PLAYER--
"--YOUR RECENT INJURIES HAVE MADE IT NECESSARY FOR ME TO FIND A... SUBSTITUTE...
"KAINE!"

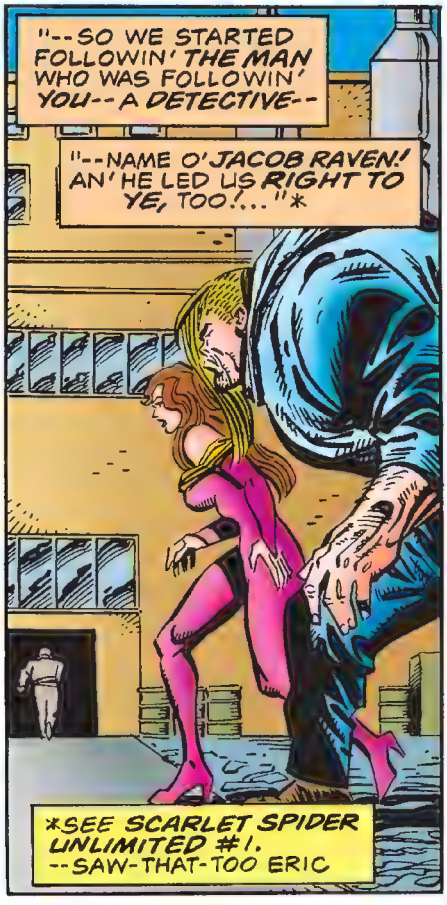

SO, SEE THAT HE IS COMFORTABLE, MY DEAR--TREAT HIM AS A KING! GIVE HIM ANYTHING HE WISHES!
I'M CERTAIN THAT HE WILL HAVE MANY QUESTIONS--MOST LIKELY ABOUT HOW IT IS HE IS STILL ALIVE...
TELL HIM WHATEVER IT IS HE WISHES TO KNOW.
I WILL TAKE THE JET BACK TO AMERICA TONIGHT AND MEET WITH HIM LATER THIS EVENING...
...AND THEN, MAKE HIM THE OFFER HE CAN'T REFUSE...
KAFF KAFF
AND, LATER THAT EVENING...
KAINE...?

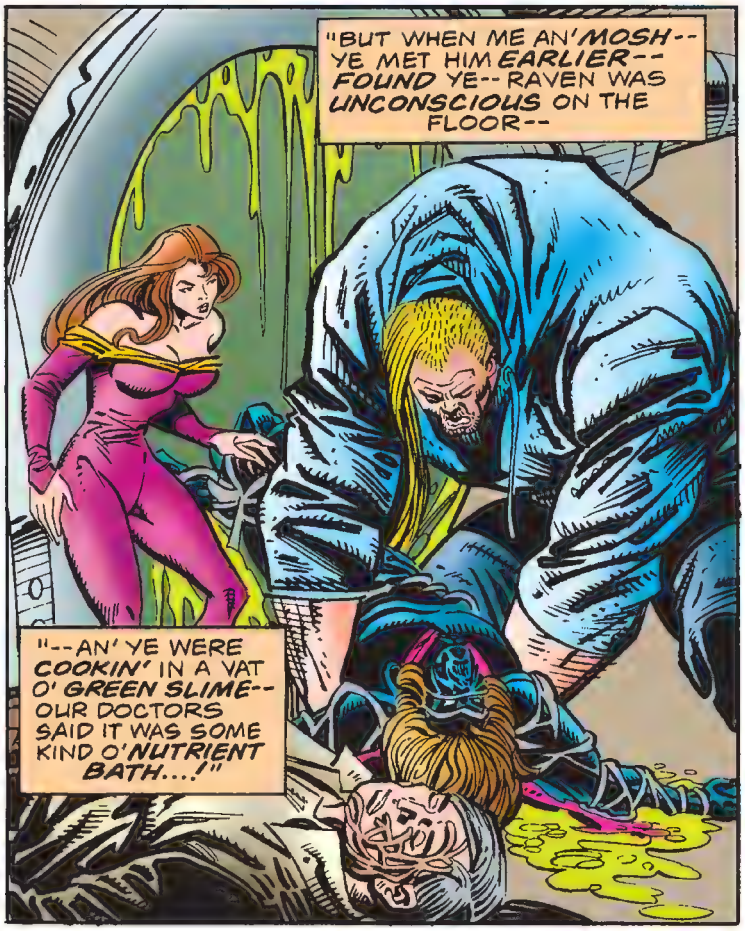

KAINE...? 'TIS ONLY ME...
...SHANNON...
I WAS TOLD T'MAKE YE COMFORTABLE...
...T'MAKE YE FEEL...
...GOOD.
TO-WHAT'RE YE DOIN'?!
NO!..
NOOOOOO!

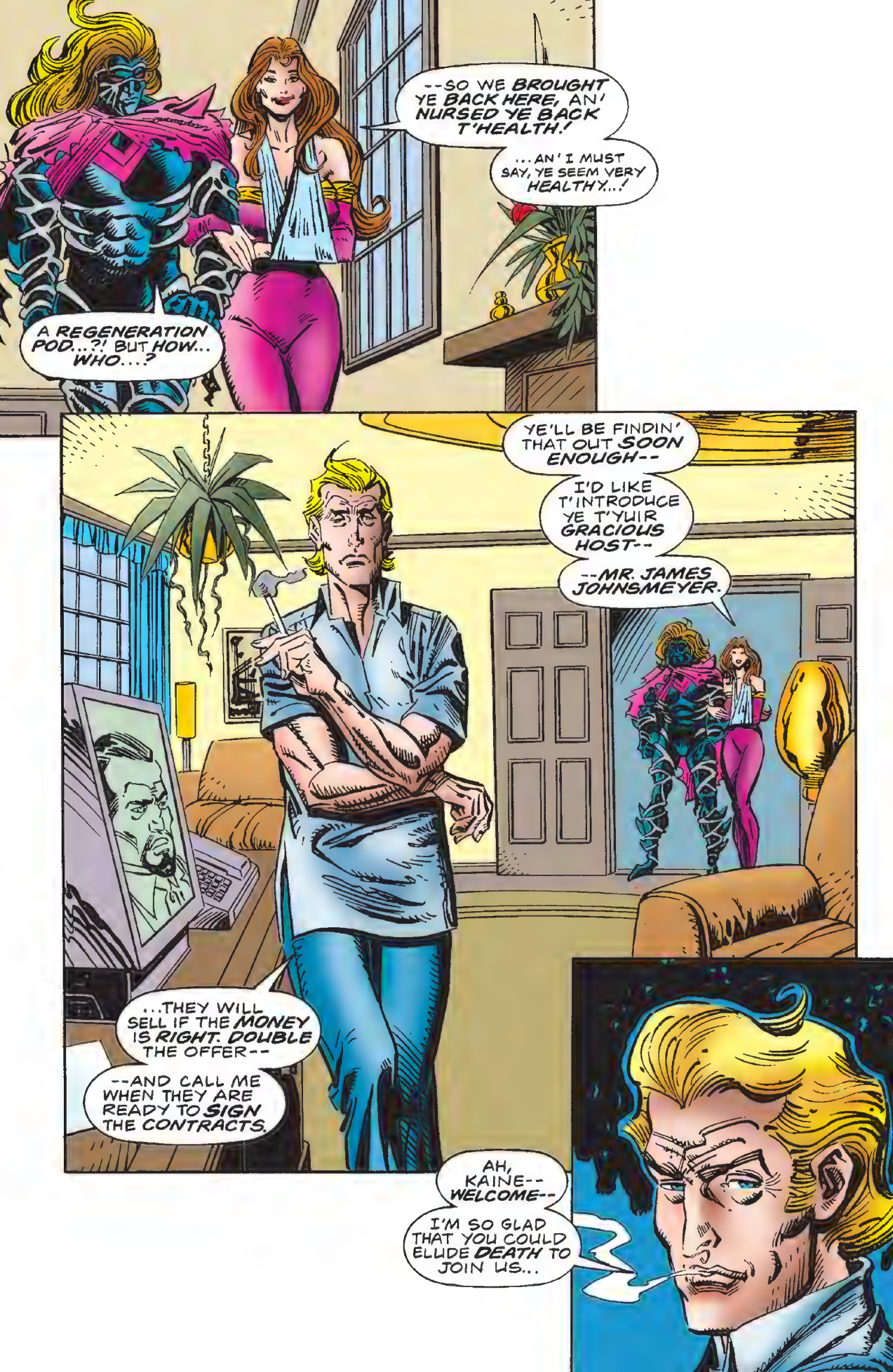

KAINE...? 'TIS ONLY ME...
...SHANNON...
ARE YE ALL RIGHT, THEN? I THOUGHT I HEARD A...
...A SCREAM...?
I WAS TOLD T'MAKE YE COMFORTABLE...
...YE'LL HAVE ME THINKIN' I'M NOT DOIN' ME JOB!
YE'D TELL ME, WOULDN'T YE--
--IF THERE WAS ANYTHING TROUBLIN' YE--
--IF THERE WAS ANYTHING I COULD GET YE...?
NO, I--
--I HAVE THESE VISIONS--THESE PREMONITIONS--
--GLIMPSES OF THE FUTURE--THEY CAN BE VERY HORRIBLE--
--PAINFUL.
YE'RE A SENSITIVE ONE, THEN? I COULD TELL.
WELL, COME ON, THEN! THERE'S NOTHIN' BETTER THAN A NICE WALK T'SHAKE AWAY YUIR BAD DREAMS!


I'M SURE YUIR WONDERIN' HOW YE CAME T'BE HERE-- WHAT YUIR DOON' HERE, AN' WHY.
I...
MY... MY LAST MEMORY IS MY.. OWN DEATH--
--I WAS KILLED!--
--IMPALED!*
* KAINE WAS MURDERED BY THE MEGA-CLONE SPIDERCIDE IN SPECTACULAR SPIDER-MAN #227. --SAW-IT-WITH-MY-OWN-EYES ERIC


"SURE'N THAT'S HOW WE FOUND YE-- BUT THAT WAS LATER. IT WAS WEEKS EARLIER WHEN YE FIRST CAME TO OUR ATTENTION--
DAILY BUGLE
THE MURDERER REVEALED!
IN PARKER MURDER TRIAL
"--BUT AFTER, IT SEEMED AS IF YE VANISHED INTA THIN AIR--

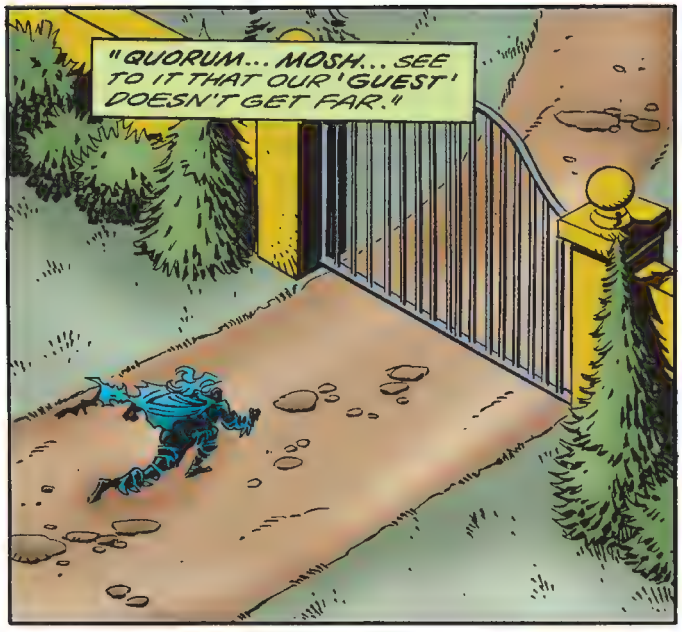

"--SO WE STARTED FOLLOWIN' THE MAN WHO WAS FOLLOWIN' YOU-- A DETECTIVE--
"--NAME O' JACOB RAVEN! AN' HE LED US RIGHT TO YE, TOO!...."*
*SEE SCARLET SPIDER UNLIMITED #1. --SAW-THAT-TOO ERIC


"BUT WHEN ME AN' MOSH-- YE MET HIM EARLIER-- FOUND YE-- RAVEN WAS UNCONSCIOUS ON THE FLOOR--
"--AN' YE WERE COOKIN' IN A VAT O' GREEN SLIME-- OUR DOCTORS SAID IT WAS SOME KIND O' NUTRIENT BATH....!"


--SO WE BROUGHT YE BACK HERE, AN' NURSED YE BACK T'HEALTH.!
...AN' I MUST SAY, YE SEEM VERY HEALTHY...!
A REGENERATION POD...?! BUT HOW... WHO...?
YE'LL BE FINDIN' THAT OUT SOON ENOUGH--
I'D LIKE T'INTRODUCE YE T'YUIR GRACIOUS HOST--
--MR. JAMES JOHNSMEYER.
...THEY WILL SELL IF THE MONEY IS RIGHT. DOUBLE THE OFFER--
--AND CALL ME WHEN THEY ARE READY TO SIGN THE CONTRACTS.
AH, KAINE-- WELCOME--
I'M SO GLAD THAT YOU COULD ELUDE DEATH TO JOIN US...

CLOSING TIME AT THE DAILY GRIND--
Y'KNOW--I'M PRETTY SURE THEY SAY THAT YOU SHOULD STOP STUDYING WHEN YOUR EARS BEGIN TO BLEED!
AND LIKE, DID YOU LEARN THAT IN BUSBOY SCHOOL...?
...OR DID BUZZ TELL YOU THAT...?
SORRY. I THOUGHT THAT--
NO, I'M SORRY. THAT WAS RUDE. THIS PHYSICS IS JUST SO, LIKE FRUS-TRATING...!
Y'KNOW, I'LL BE DONE IN A COUPLE OF MINUTES-- IF YOU WANT, MAYBE I COULD HELP YOU WITH SOME OF THOSE PROBLEMS...
HA! RIGHT...
...LIKE YOU COULD HELP.
WELL, I COULD IF YOU'D REDUCE THE VARIABLE RATE OF THE ACCELERATOR BY ABOUT HALF, TO COMPENSATE FOR THE DRAG ON THE FUSELAGE...!

...SO THAT IS MY SITUATION, KAINE.
I AM A DISGUSTINGLY WEALTHY MAN, BORED OUT OF MY MIND BY THE MUNDANE AND TRIVIAL PURSUITS OF THOSE OF MY STATION.
I CRAVE THE ACTION AND EXCITEMENT, BUT MY BUSINESS DEALINGS KEEP ME MUCH TOO BUSY.
AND SO, I MUST EXPERIENCE THEM VICARIOUSLY, THROUGH THE ACTIONS OF MY PLAYER...
...THROUGH YOU!
THE FINANCIAL COMPENSATION IS ONLY A SMALL PART OF WHAT I OFFER YOU. YOU WILL LIVE A LIFE OF LUXURY--
--YOUR EVERY WHIM ATTENDED TO--
--YOUR DARKEST FANTASIES...
...REALIZED.
SO, WHAT DO YOU SAY, KAINE...?
I REFUSE.
YOU'VE "SAVED" MY LIFE-- RESCUED ME FROM DEATH'S DARK EMBRACE--
--RETURNED ME TO AN EXISTENCE FULL OF NOTHING BUT SCARS AND PAIN-- AND YOU THINK OF IT AS A "GIFT!"
IT'S A GIFT I NEVER WANTED!
I HAVE BEEN A PUPPET TO OTHERS BEFORE, JOHNSMEYER--AND I WILL NOT BE MANIPULATED AGAIN!
NOT FOR MONEY! NOT FOR ANYTHING!


"QUORUM... MOSH... SEE TO IT THAT OUR 'GUEST' DOESN'T GET FAR."

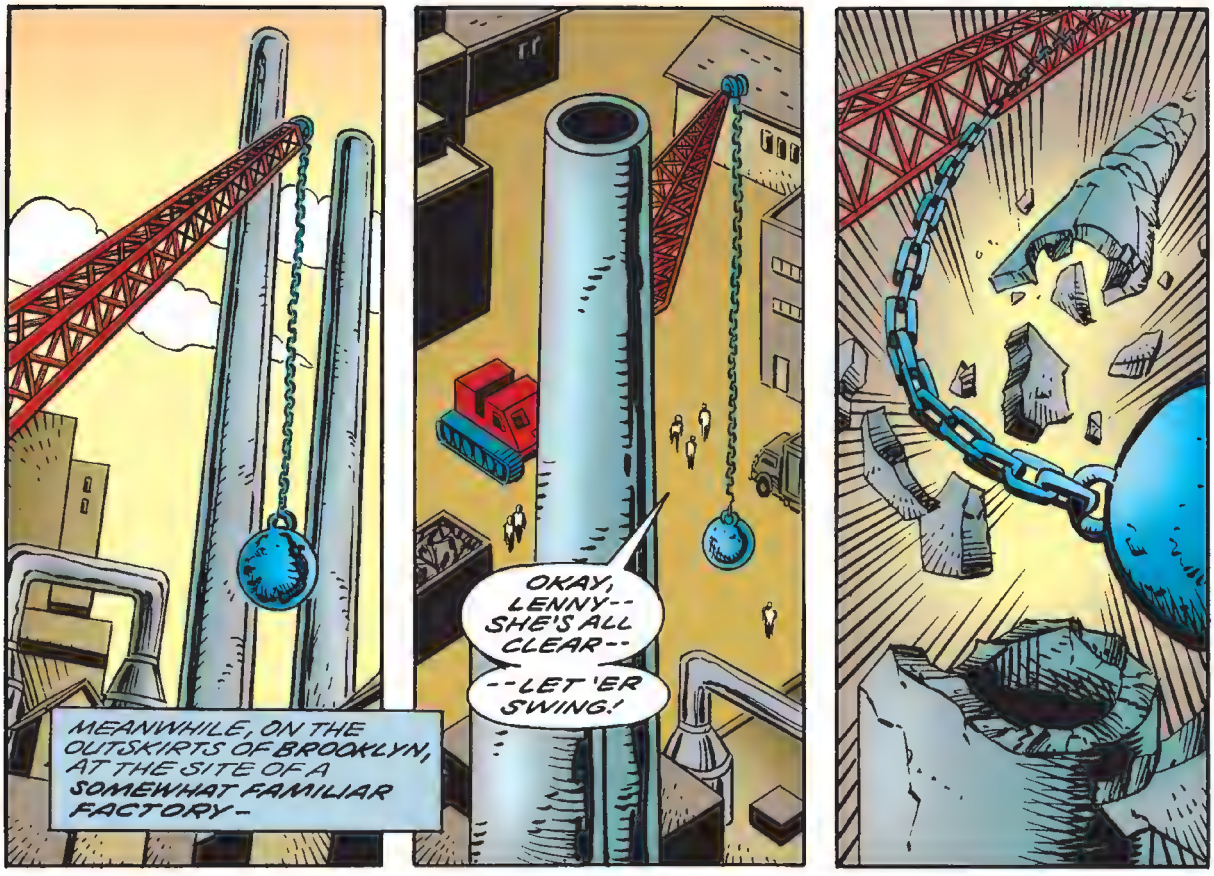
HOLD IT RIGHT THERE, KAINE!

YOU THREW US A SERIOUS BEATING LAST TIME-- BUT THAT'S NOT GOING TO HAPPEN AGAIN!
THIS TIME, WE'RE READY FOR Y--

TWAK
UNGH!

MUSE?!

I DON'T KNOW WHY YOU DID THAT, SHANNON--OR WHAT YOU'RE UP TO, BUT--
MOSH... GLENN...
IT'S ALL RIGHT, LADDIE... WE'RE NO THREAT TO YE...
...PUT THE GUN DOWN...
...CAN'T... HAVE TO...
TWAK
YOU DIDN'T HAVE T'BE HITTIN' HIM SO HARD!
HOW DID YOU...
I... I HAVE A POWER...
...OF PERSUASION... KAINE!...
...TAKE ME WITH YE...?


MEANWHILE, ON THE OUTSKIRTS OF BROOKLYN, AT THE SITE OF A SOMEWHAT FAMILIAR FACTORY-
OKAY, LENNY-- SHE'S ALL CLEAR--
--LET 'ER SWING!

HEY GERRY!--GERRY! YA BETTER GET OVER HERE-
--YER GONNA WANNA SEE THIS...!

CONTINUED IN SENSATIONAL SPIDER-MAN #2!

THE RETURN OF KAINE Part 2 of 4
THE SENSATIONAL SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MAR • 2
MARVEL
SPIDER-MAN GROUP
JURGENS & JANSON

His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS: **THE SENSATIONAL SPIDER-MAN!**

Gotta pour on the speed or I'll be LATE for WORK!
I'll bet TARZAN never had to worry about a job when he was swinging through the JUNGLE!

REMAINS OF THE DAY

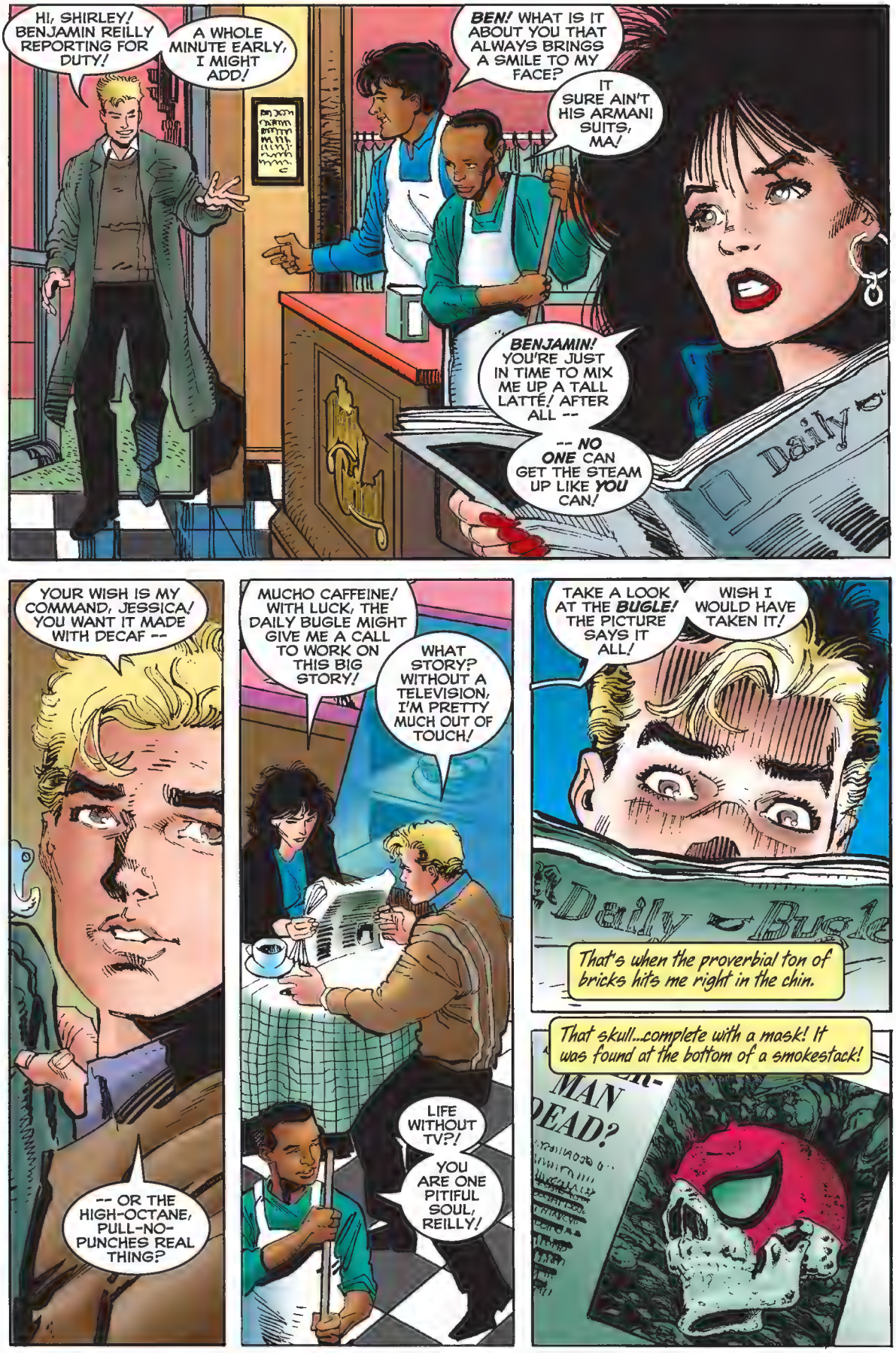
THE RETURN OF KAINE Part 2 of 4

BY
DAN JURGENS
writer/artist
KLAUS JANSON
finishing artist

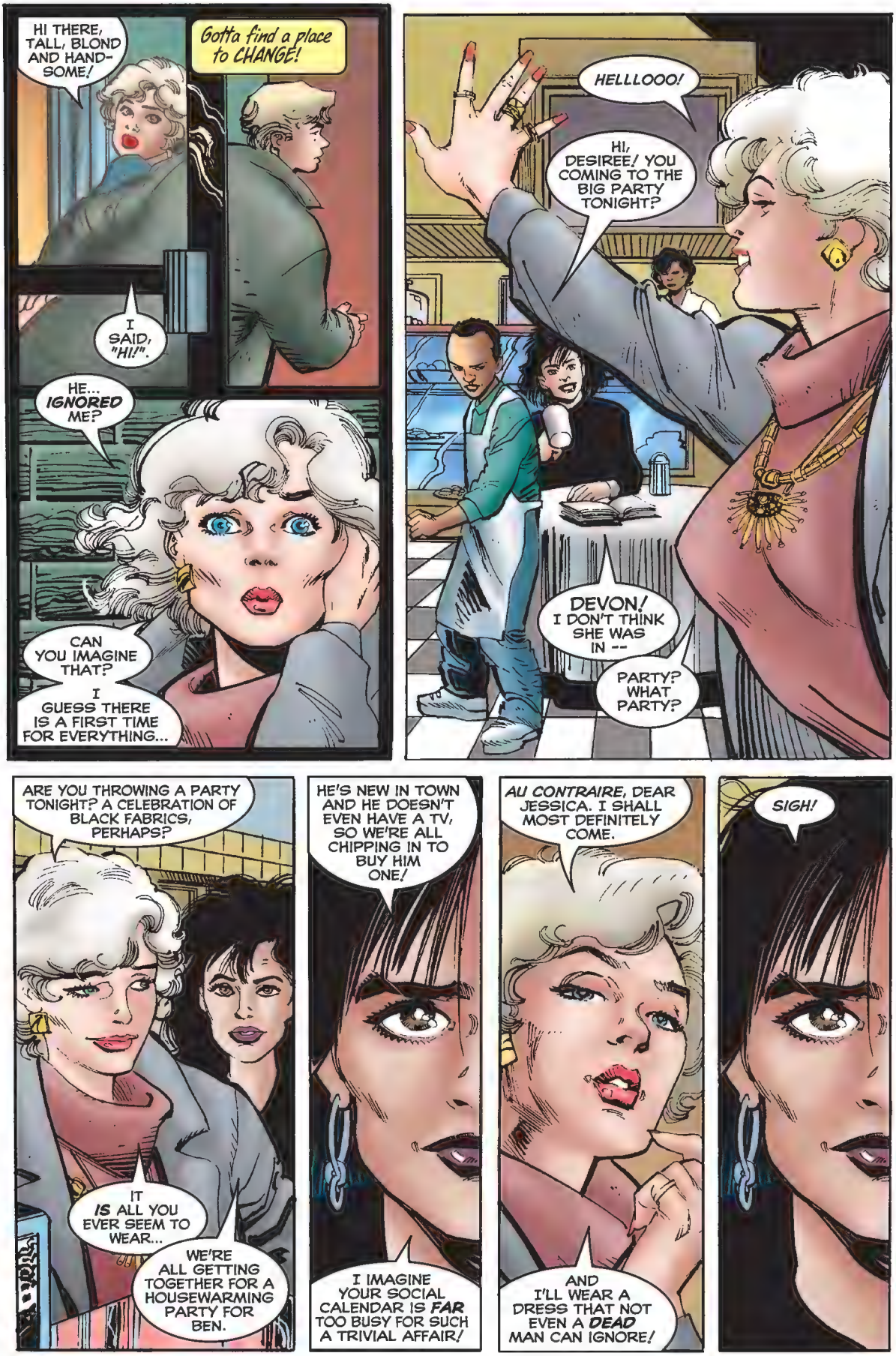
WITH
GREGORY WRIGHT
colorist
RICHARD STARKINGS AND COMICRAFT
lettering
MALIBU'S HUES
computer color
BOB BUDIANSKY
editor in chief

Maybe this is my penalty for living so far away from the COFFEE SHOP!
If I had the bucks, I might convince the owner, Shirley --
-- to let me open up a DAILY GRIND closer to my "luxurious penthouse" apartment down in LOWER MANHATTAN!
Read the DAILY BUGLE
Nah...with MY luck, New Yorkers would develop a CARROT JUICE craze about the time I opened up for business!

At least I can get here via a first-class seat on the SPIDER-MAN EXPRESS!
If I had to take the subway like every other shmoe --
-- working at the DAILY GRIND would be a real --
-- DAILY GRIND!


HI, SHIRLEY! BENJAMIN REILLY REPORTING FOR DUTY!
A WHOLE MINUTE EARLY, I MIGHT ADD!
BEN! WHAT IS IT ABOUT YOU THAT ALWAYS BRINGS A SMILE TO MY FACE?
IT SURE AIN'T HIS ARMANI SUITS, MA!
BENJAMIN! YOU'RE JUST IN TIME TO MIX ME UP A TALL LATTÉ, AFTER ALL --
-- NO ONE CAN GET THE STEAM UP LIKE YOU CAN!
Daily
YOUR WISH IS MY COMMAND, JESSICA! YOU WANT IT MADE WITH DECAF --
-- OR THE HIGH-OCTANE, PULL-NO-PUNCHES REAL THING?
MUCHO CAFFEINE! WITH LUCK, THE DAILY BUGLE MIGHT GIVE ME A CALL TO WORK ON THIS BIG STORY!
WHAT STORY? WITHOUT A TELEVISION, I'M PRETTY MUCH OUT OF TOUCH!
LIFE WITHOUT TV?!
YOU ARE ONE PITIFUL SOUL, REILLY!
TAKE A LOOK AT THE BUGLE! THE PICTURE SAYS IT ALL!
WISH I WOULD HAVE TAKEN IT!
Daily Bugle
That's when the proverbial ton of bricks hits me right in the chin.
That skull...complete with a mask! It was found at the bottom of a smokestack!
MAN
EAD?

The SAME smokestack from the factory that the JACKAL used for his hideout!
Like this place hasn't caused me ENOUGH grief!
That's where the Jackal originally cloned me... where the other Spider-Man thought he disposed of the dead clone!
But I was the guy in the bag! I was the real SPIDER-MAN!
But I wasn't dead! I crawled OUT of that smokestack! So the question is --
-- how can there possibly be a Spider-skeleton there?
BEN?
EARTH TO BEN REILLY! YOU LOOK LIKE YOU'RE A MILLION MILES AWAY!
OH! Uh... SORRY, JESS! I'LL GET YOUR COFFEE RIGHT AWAY!
NOT SO FAST, BEN! INSTEAD OF WORKING THE SHOP THIS AFTERNOON, I'D LIKE YOU TO RUN SOME ERRANDS! THERE'S A LIST IN YOUR COAT POCKET!
I'LL GET RIGHT ON IT!
What luck! This will give me a chance to check up on that skeleton!
I'LL CALL YOU TONIGHT AT 9:00 WITH THE WEEKEND WORK SCHEDULE!
MAKE SURE YOU'RE HOME SO WE CAN DISCUSS IT, OKAY?
WILL DO, SHIRLEY! I'LL TALK TO YOU THEN!


HI THERE, TALL, BLOND AND HANDSOME!
Gotta find a place to CHANGE!
I SAID, "HI!".
HE... IGNORED ME?
CAN YOU IMAGINE THAT?
I GUESS THERE IS A FIRST TIME FOR EVERYTHING...
HELLLOOO!
HI, DESIREE! YOU COMING TO THE BIG PARTY TONIGHT?
DEVON! I DON'T THINK SHE WAS IN --
PARTY? WHAT PARTY?
ARE YOU THROWING A PARTY TONIGHT? A CELEBRATION OF BLACK FABRICS, PERHAPS?
IT IS ALL YOU EVER SEEM TO WEAR...
WE'RE ALL GETTING TOGETHER FOR A HOUSEWARMING PARTY FOR BEN.
HE'S NEW IN TOWN AND HE DOESN'T EVEN HAVE A TV, SO WE'RE ALL CHIPPING IN TO BUY HIM ONE!
I IMAGINE YOUR SOCIAL CALENDAR IS FAR TOO BUSY FOR SUCH A TRIVIAL AFFAIR!
AU CONTRAIRE, DEAR JESSICA. I SHALL MOST DEFINITELY COME.
AND I'LL WEAR A DRESS THAT NOT EVEN A DEAD MAN CAN IGNORE!
SIGH!

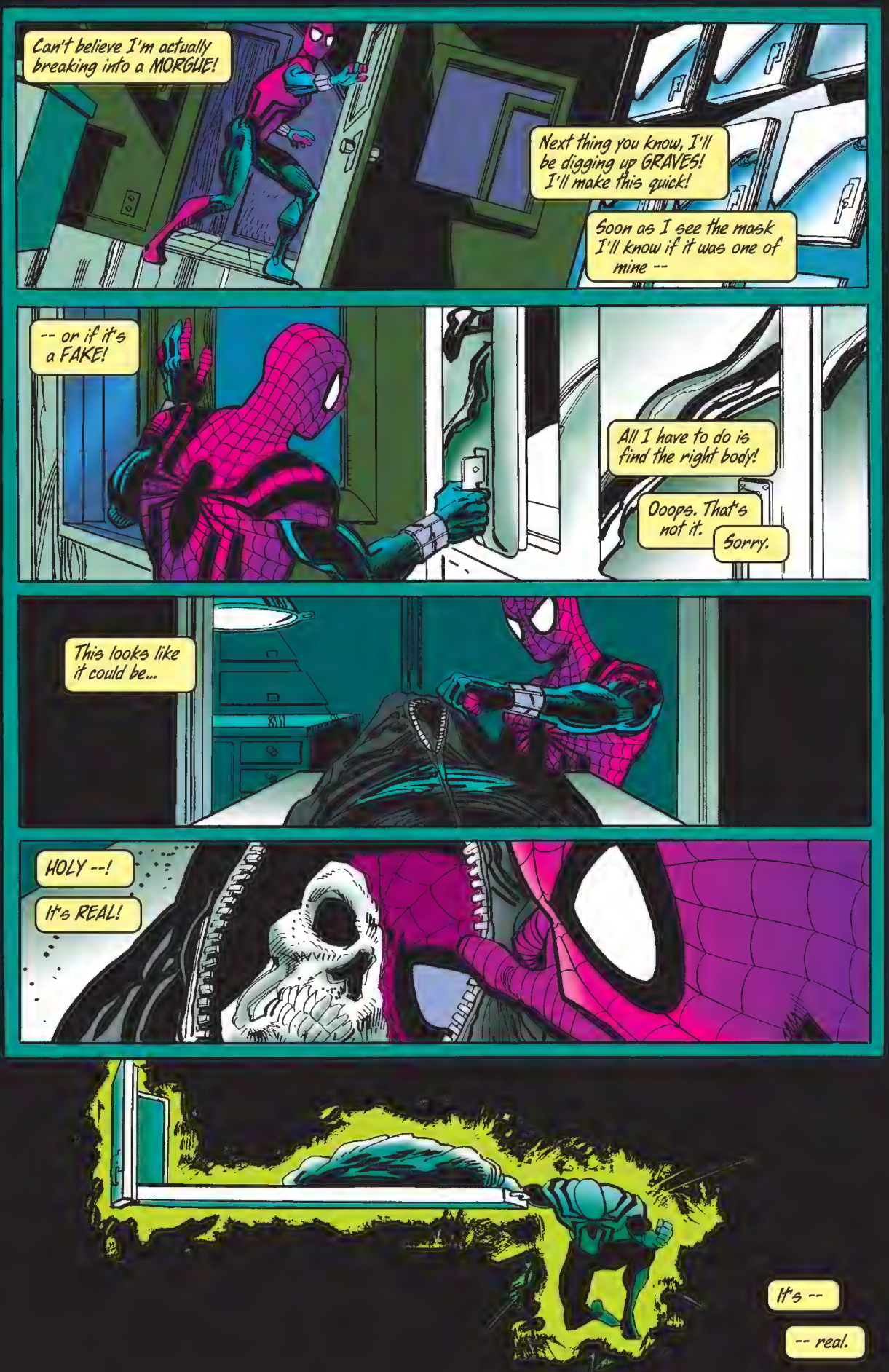
A skeleton!
A skeleton in a SPIDER-MAN suit!
I thought all this clone craziness was over!
What does it mean?
Has the JACKAL come back from the dead, somehow?
Has he cooked up some other scheme to mess with my mind?
Or is it something even... WORSE?
BLAST IT, ROBBIE! I SHOULD HAVE BEEN NOTIFIED ABOUT THIS!

EVERY NIGHT MANAGER AT THIS PAPER SHOULD KNOW THAT WHENEVER A STORY COMES IN INVOLVING THAT WALL-CRAWLING CRETIN --
-- THAT J.JONAH JAMESON MUST BE NOTIFIED IMMEDIATELY!
THE STORY CAME IN AT THREE A.M., JONAH! YOU CAN'T --
WHERE ARE YOU GOING?
TO THE MORGUE, ROBBIE! I'M GOING TO FOLLOW UP ON THIS ONE MYSELF!
JONAH, I ALREADY HAVE BEN URICH ASSIGNED TO RESEARCH THIS!
HAS HE SEEN THE REMAINS?
WHAT? OF COURSE NOT! THAT'S... OBSCENE!
NOT AS FAR AS I'M CONCERNED!
FOR ALL WE KNOW, SPIDER-MAN DIED YEARS AGO! THE JOKER WE'VE BEEN COVERING IS PROBABLY A CRUMMY IMPOSTOR!
MOVE URICH OVER TO SOMETHING ELSE!
I'M COVERING THIS ONE MYSELF!
AND I'M STARTING WITH THE MORGUE!

ANY SIGN OF LIFE?
NO. THE ALLEY IS DESERTED!
I'M CURIOUS. YOU SEEM ALMOST... AFRAID. I WOULD NOT HAVE EXPECTED THAT OF YOU --
-- KAINE!
IT ISN'T FEAR THAT MOTIVATES ME, MUSE!
IT'S MY DESIRE TO AVOID BEING DRAGGED INTO THAT RIDICULOUS GAME THOSE RICH FOOLS ARE RUNNING*!
YOU HATE THE CONCEPT THAT MUCH?
* FOR MORE DETAILS, SEE SPECTACULAR SPIDER-MAN #231, ON SALE NOW! – Bob.
THINK OF THE MONEY! IF YOU WIN, YOU COULD BE RICH BEYOND YOUR DREAMS!
MONEY DOES NOT INTEREST ME.
NOR AM I INTERESTED IN BEING SOMEONE'S PAWN!
LOOKEE HERE. I CAN SCORE ME SOME BIG POINTS BY TAKIN' OUT YOU TWO JERKS!
WHO --?

THE NAME'S RHINO, LADY!
YOU AND YER UGLY BOYFRIEND MAY NOT WANT TO PLAY THE GAME --
-- BUT YER IN IT NOW!
AND OFFIN' YOU LOSERS IS GONNA BE WORTH BIG BUCKS!

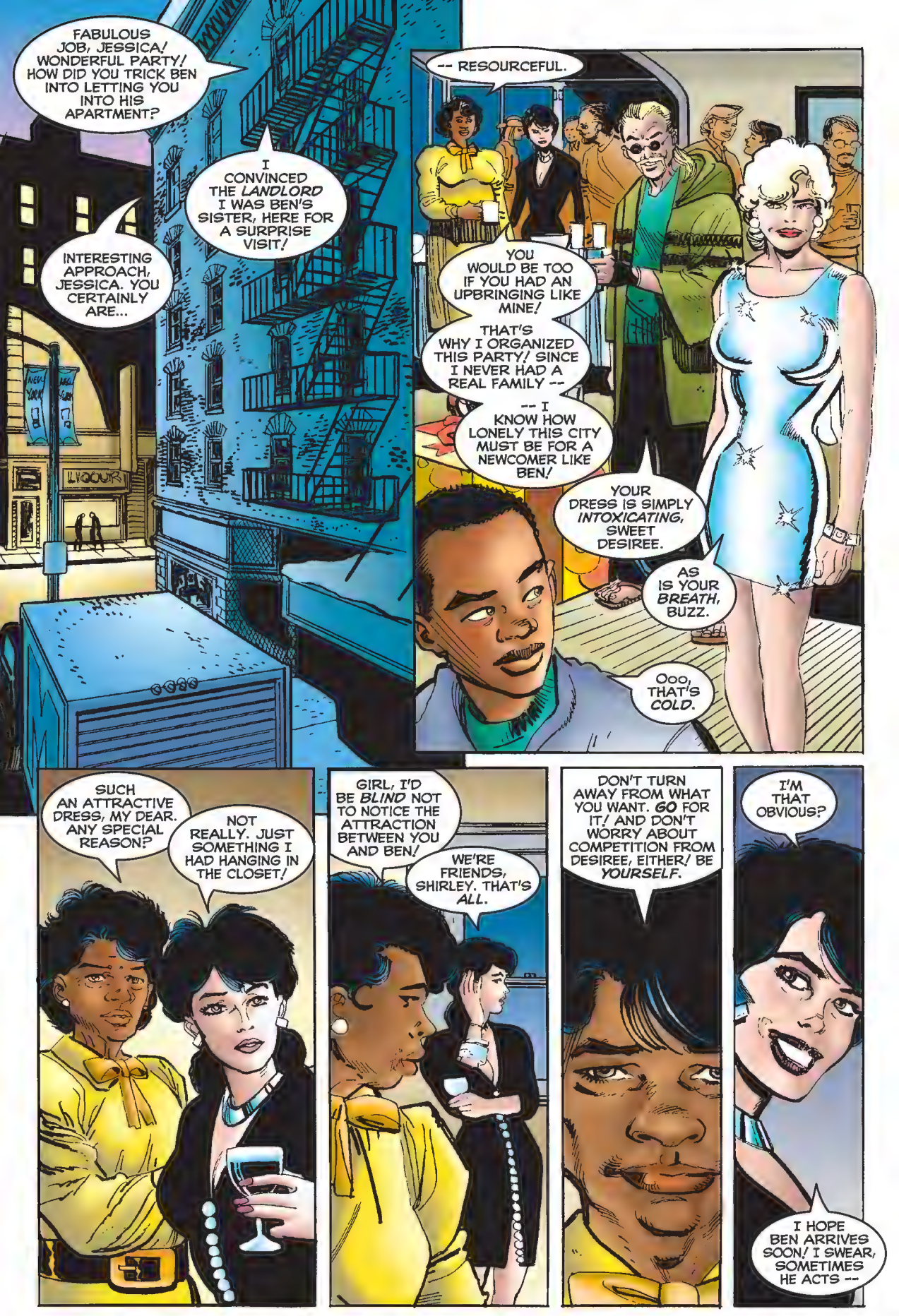
The morgue.
Nice thing about places like this --
-- is that security is pretty much nonexistent!
After all, who'd want to sneak in to play tag with a bunch of cadavers?
Cameras? Don't want anyone knowing Spider-Man was here when they review the tapes tomorrow!
ZZZ


Can't believe I'm actually breaking into a MORGUE!
Next thing you know, I'll be digging up GRAVES! I'll make this quick!
Soon as I see the mask I'll know if it was one of mine --
-- or if it's a FAKE!
All I have to do is find the right body!
Ooops. That's not it.
Sorry.
This looks like it could be...
HOLY --!
It's REAL!
It's --
-- real.

NOW what?
What does this MEAN?
Do I call Peter Parker in Portland and drag HIM into this?
NO!
He and Mary Jane deserve to live in PEACE!
There's no sense in getting him all stirred up when I don't have any answers!
And I'm not gonna find 'em if I leave chalk-face here for OTHERS to examine!
Somehow, I have to solve this MYSELF!
It sounds kinda sick and gross, but I KNOW what I have to do --

-- before this whole thing gets completely OUT OF CONTROL!
YOU THERE! I DEMAND TO SEE THE MAN IN CHARGE OF THIS FACILITY!
THE MORGUE ADMINISTRATIVE OFFICES ARE CLOSED AT NIGHT, MISTER.
I'M AS CLOSE AS YOU'RE GOING TO GET!
DO YOU KNOW WHO I AM?
NOT FER SURE. YOU HOOTIE OR ONE OF THE BLOWFISH?
LISTEN, WISE GUY! I WANT TO SEE SPIDER-MAN'S BODY!
NOW!
DREAM ON!
WE GOT A TOP-FLIGHT SPECIALIST COMING TO CHECK BUG BOY IN THE MORNING!
TURN YOUR HEAD WHILE I GO UPSTAIRS...
... AND YOU'LL FIND ONE THOUSAND DOLLARS CASH IN YOUR CAR TOMORROW MORNING!
HEY! YOU CAN'T --!
TWO THOUSAND!
ENJOY YOURSELF, HOOTIE!
WISE-CRACKING IDIOT! THAT CIVIL SERVICE EXAM MUST BE GETTING EASIER EVERY YEAR!
CLUMMP
THAT SOUND...
YOU! I SHOULD HAVE KNOWN!

WHAT'S UP, JONAH? LOOKING FOR A FEW MORE PARTS TO FINISH OFF THAT FRANKENSTEIN MONSTER OF YOURS?
SPIDER-MAN!
THE ONE AND ONLY!
THAT'S WHAT YOU SAY!
FOR ALL I KNOW, YOU KILLED THE REAL SPIDER-MAN AND TOOK HIS PLACE!
NOW YOU'RE TRYING TO STEAL THE EVIDENCE OF YOUR CRIME!
Ah, GO PICK ON THOR OR IRON MAN!
BLAST YOU, WALL- CRAWLER! I'LL TELL THE WORLD ABOUT THIS...
THWIP
... AND EXPOSE YOU FOR THE MURDERER YOU REALLY ARE!
YOU HEAR ME? BY THE TIME I'M DONE--
-- YOU WON'T BE ABLE TO GET SO MUCH AS A PARKING SPOT IN THIS TOWN!
GEE. GUESS THAT MEANS I'LL HAVE TO PUT MY TRUSTY SPIDER-MOBILE UP FOR SALE!

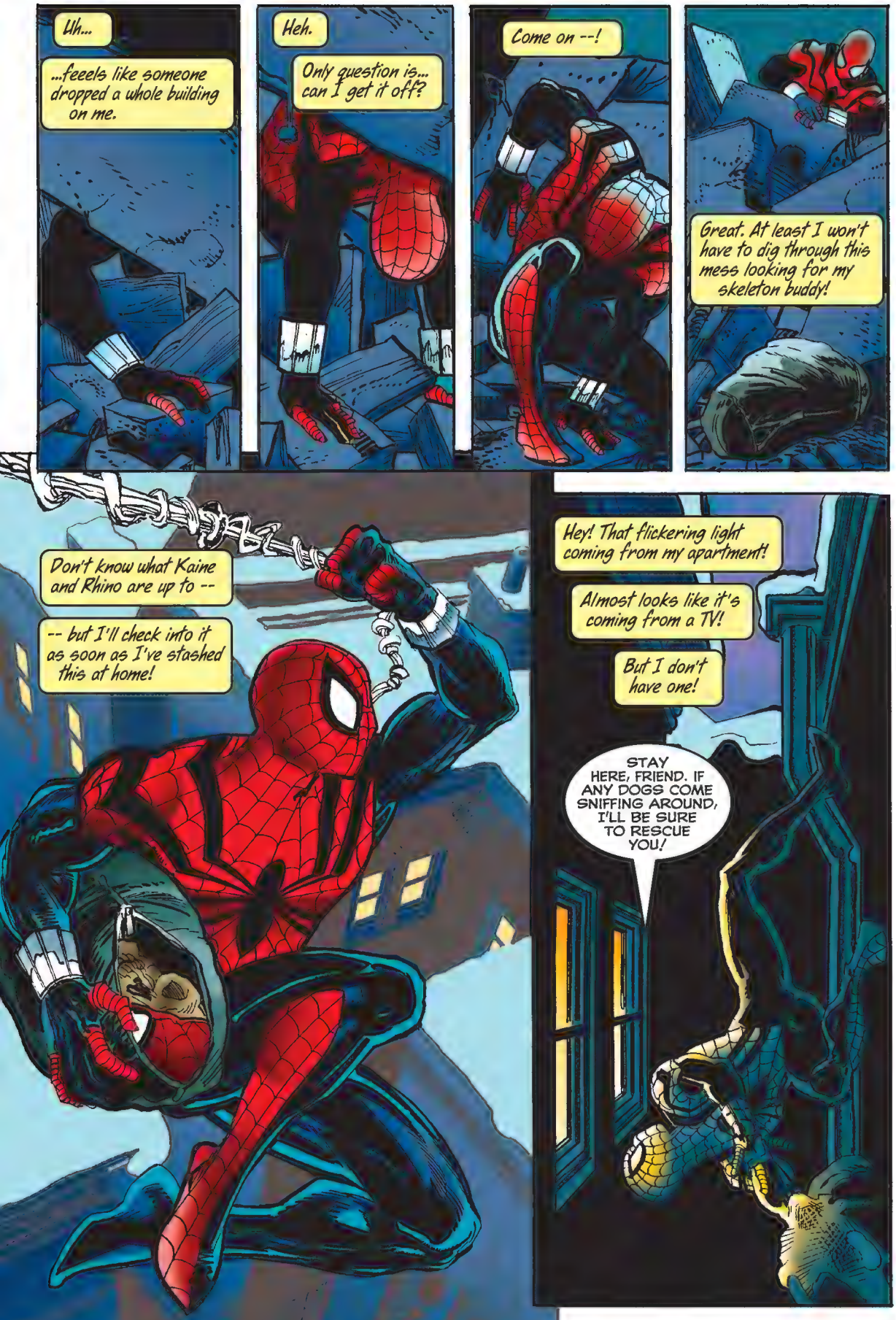

FABULOUS JOB, JESSICA! WONDERFUL PARTY! HOW DID YOU TRICK BEN INTO LETTING YOU INTO HIS APARTMENT?
I CONVINCED THE *LANDLORD* I WAS BEN'S SISTER, HERE FOR A SURPRISE VISIT!
INTERESTING APPROACH, JESSICA. YOU CERTAINLY ARE...
LIQUOR
-- RESOURCEFUL.
YOU WOULD BE TOO IF YOU HAD AN UPBRINGING LIKE MINE!
THAT'S WHY I ORGANIZED THIS PARTY! SINCE I NEVER HAD A REAL FAMILY --
-- I KNOW HOW LONELY THIS CITY MUST BE FOR A NEWCOMER LIKE BEN!
YOUR DRESS IS SIMPLY *INTOXICATING*, SWEET DESIREE.
AS IS YOUR *BREATH*, BUZZ.
OOO, THAT'S *COLD*.
SUCH AN ATTRACTIVE DRESS, MY DEAR. ANY SPECIAL REASON?
NOT REALLY. JUST SOMETHING I HAD HANGING IN THE CLOSET!
GIRL, I'D BE *BLIND* NOT TO NOTICE THE ATTRACTION BETWEEN YOU AND BEN!
WE'RE FRIENDS, SHIRLEY. THAT'S *ALL*.
DON'T TURN AWAY FROM WHAT YOU WANT. *GO* FOR IT! AND DON'T WORRY ABOUT COMPETITION FROM DESIREE, EITHER! BE *YOURSELF*.
I'M THAT OBVIOUS?
I HOPE BEN ARRIVES SOON! I SWEAR, SOMETIMES HE ACTS --

"-- LIKE HE REALLY HAS SOMETHING TO HIDE!"
Can't wait to see tomorrow's Bugle.
Jonah will skewer me MAJOR LEAGUE!
This time... I deserve it.
Your friendly, neighborhood Spider-Man! Hero, web-slinger --
--and GRAVE ROBBER!
I mean, I've seen and done some pretty weird things in this hero game --
--but hauling around this bag of bones is giving me the CREEPS!
What--?! That rubble!
NO! IT CAN'T BE!

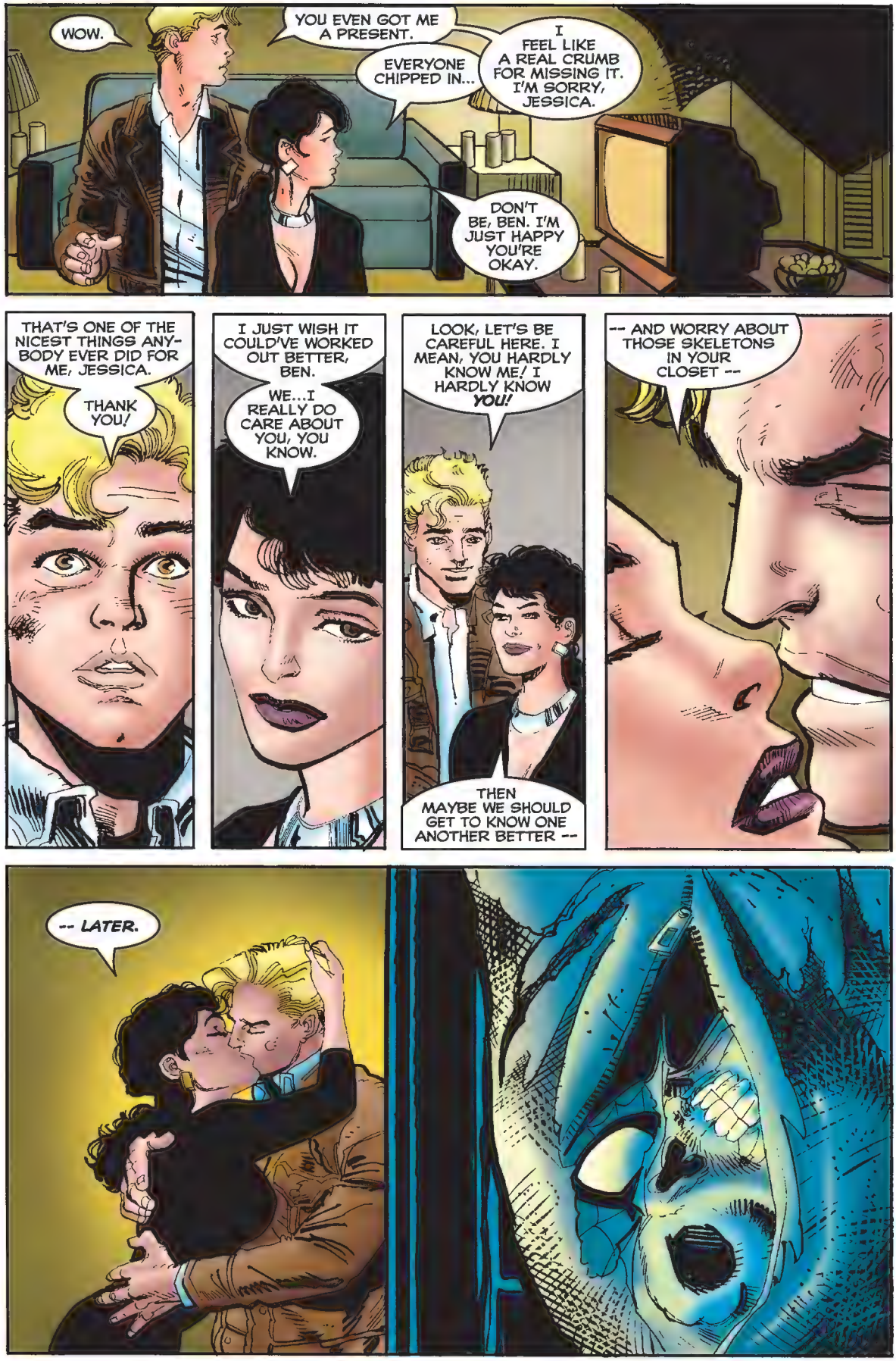
KAINE!
HE'S ALIVE?! AND SLUGGING IT OUT WITH THE RHINO?!
HOLD STILL, I'M GONNA RIP YER SPINE RIGHT OUTTA YER BODY --
--AND COLLECT ME SOME BIG BUCKS!
I WANT NO PART OF THIS RIDICULOUS GAME! BACK OFF OR THE ONLY PAYMENT YOU'LL RECEIVE IS DEATH!
Kaine was one of the imperfect Peter Parker clones created by the JACKAL!
And even worse, he's a CONFESSED MURDERER! And if he's on the loose, that means that --
--THIS LOOKS LIKE A JOB FOR SPIDER-MAN!
WHOA. CAN'T BELIEVE I JUST SAID THAT!
WHAT'S NEXT? UP, UP AND AWAY?
I SAID HOLD STILL!
KAINE TAKES ORDERS FROM NO MAN!

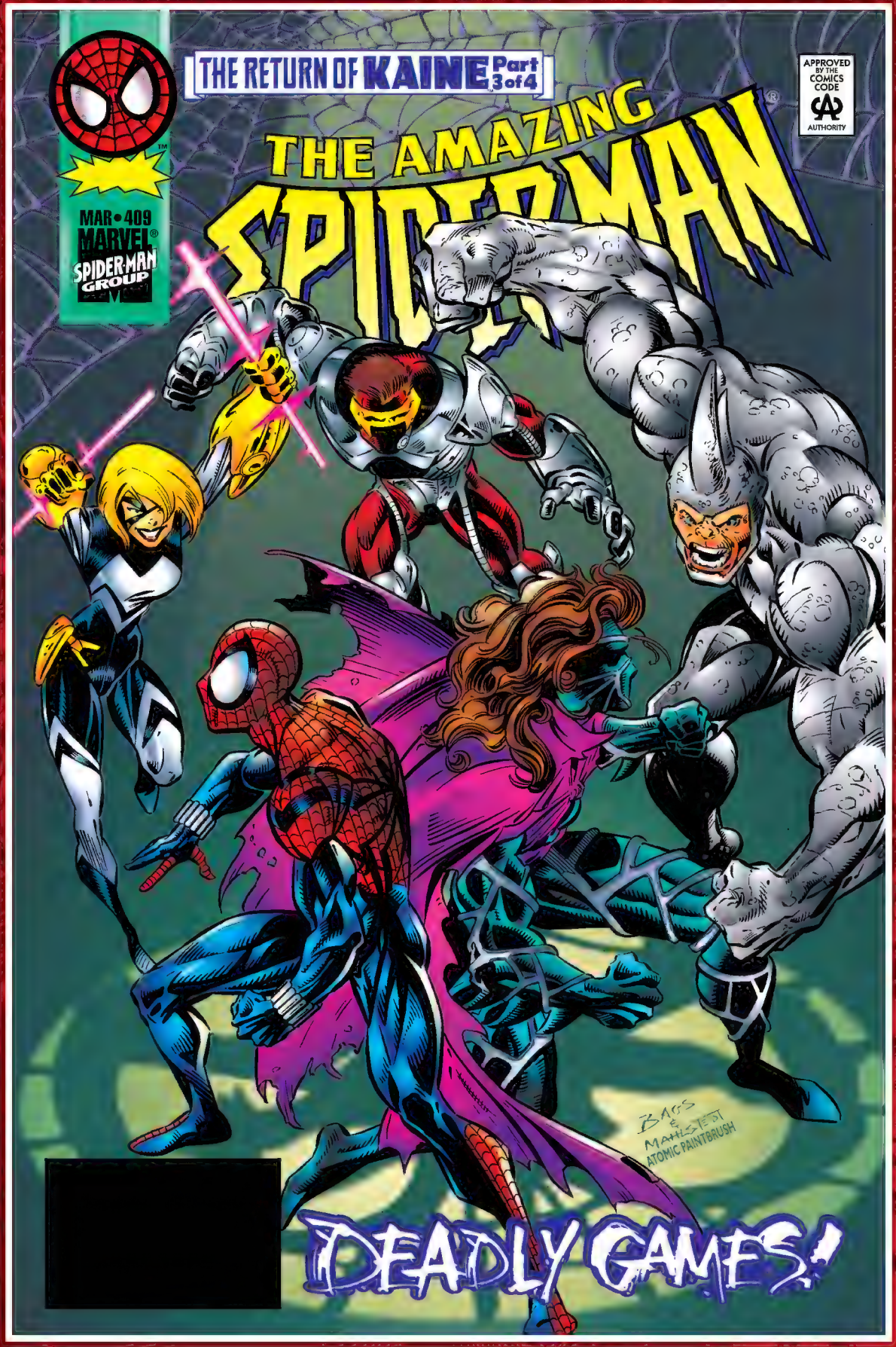
BRAKAMM
WHY IS KAINE MIXING IT UP WITH THE RHINO? ALMOST SOUNDS LIKE THEY'RE IN SOME SORT OF COMPETITION!
SPIDER-MAN! YOU'RE INVOLVED IN THIS, TOO?
OH, MY--!
CAN'T GET AWAY IN TIME!
MOVE IT, MISS!
MOVE IT!
I push the living centerfold out of the way just in time.
Not that it does ME any good.

KAINE!
MUSE!
SHOW YERSELVES, YA LOUSY WIMPS!
LET'S GO.
WHAT ABOUT SPIDER-MAN? WE CAN *USE* HIM!
FORGET HIM! HE WILL ONLY *INTERFERE* WITH US!


Uh...
...feeels like someone dropped a whole building on me.
Heh.
Only question is... can I get it off?
Come on --!
Great. At least I won't have to dig through this mess looking for my skeleton buddy!
Don't know what Kaine and Rhino are up to --
-- but I'll check into it as soon as I've stashed this at home!
Hey! That flickering light coming from my apartment!
Almost looks like it's coming from a TV!
But I don't have one!
STAY HERE, FRIEND. IF ANY DOGS COME SNIFFING AROUND, I'LL BE SURE TO RESCUE YOU!

THERE IS A TV IN THERE!
JESSICA'S THERE, TOO!
Good thing I have some extra civvies stashed out here!
What is she up to, anyway?
Man... I feel AWFUL!
Twelve tons of bricks and concrete can do a lot of damage!
BEN! YOU'RE FINALLY HOME!
OH, YOUR FACE! WHAT HAPPENED TO YOU? WERE YOU MUGGED?
MUGGED? NO...
Should've realized that I'm bruised!
NO, THERE WAS A COUPLE OF SUPER-VILLAIN TYPES KNOCKING BUILDINGS AROUND UPTOWN! I GOT CAUGHT IN THE MESS!
NO WONDER YOU MISSED THE HOUSEWARMING PARTY WE THREW FOR YOU!
JESS, I DIDN'T KNOW!
OF COURSE NOT, SILLY! IT WAS A SURPRISE!


WOW.
YOU EVEN GOT ME A PRESENT.
EVERYONE CHIPPED IN...
I FEEL LIKE A REAL CRUMB FOR MISSING IT. I'M SORRY, JESSICA.
DON'T BE, BEN. I'M JUST HAPPY YOU'RE OKAY.
THAT'S ONE OF THE NICEST THINGS ANYBODY EVER DID FOR ME, JESSICA.
THANK YOU!
I JUST WISH IT COULD'VE WORKED OUT BETTER, BEN.
WE...I REALLY DO CARE ABOUT YOU, YOU KNOW.
LOOK, LET'S BE CAREFUL HERE. I MEAN, YOU HARDLY KNOW ME! I HARDLY KNOW YOU!
THEN MAYBE WE SHOULD GET TO KNOW ONE ANOTHER BETTER --
-- AND WORRY ABOUT THOSE SKELETONS IN YOUR CLOSET --
-- LATER.


THE RETURN OF KAINE Part 3 of 4
THE AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MAR • 409
MARVEL
SPIDER-MAN GROUP
BAGLEY & MANLEY ATOMIC PAINTBRUSH
DEADLY GAMES!

His given name is **Peter Parker**. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!

THE RETURN OF KAINE Part 3 of 4

OF WAGERS AND WARS

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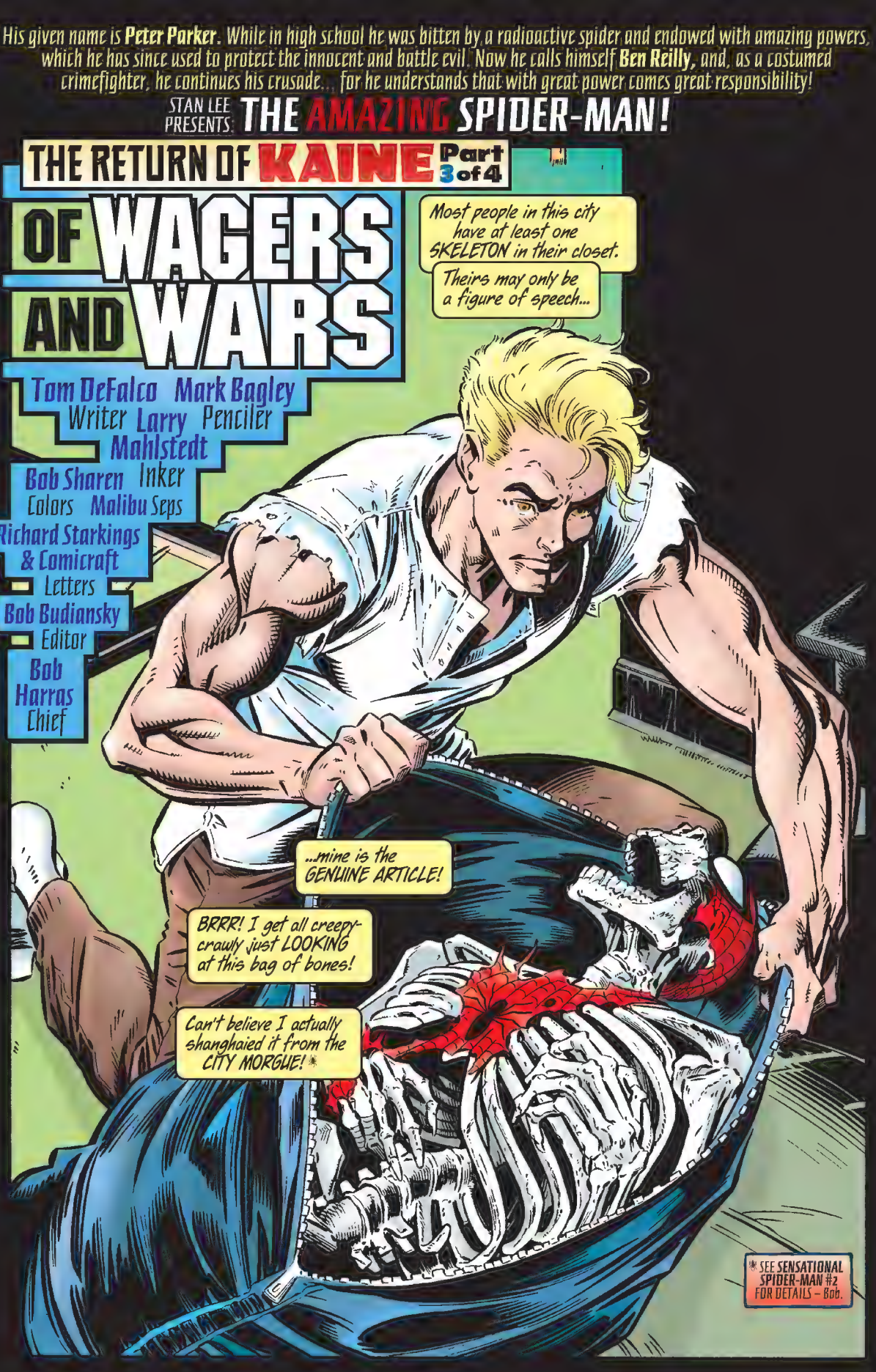
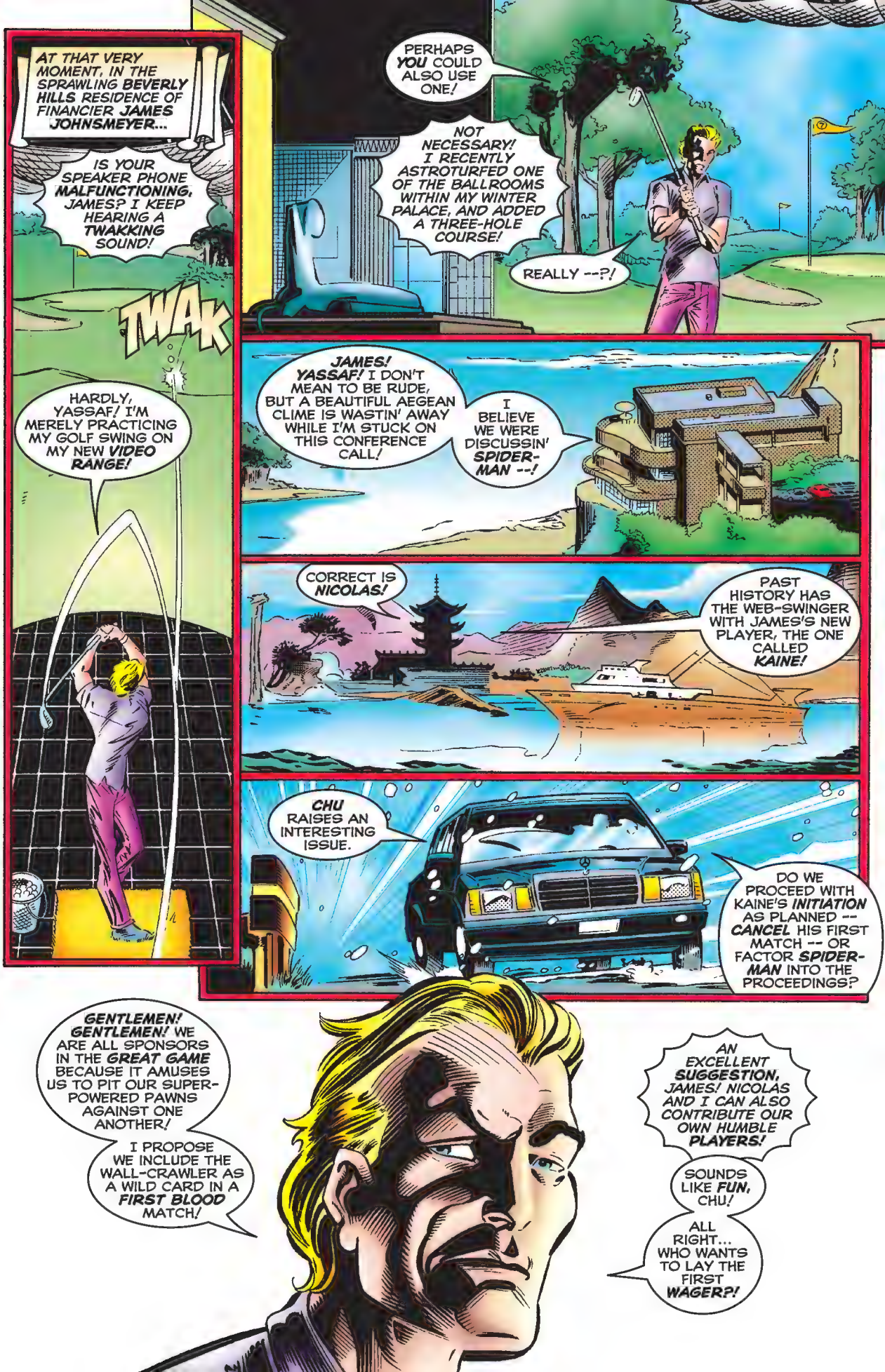
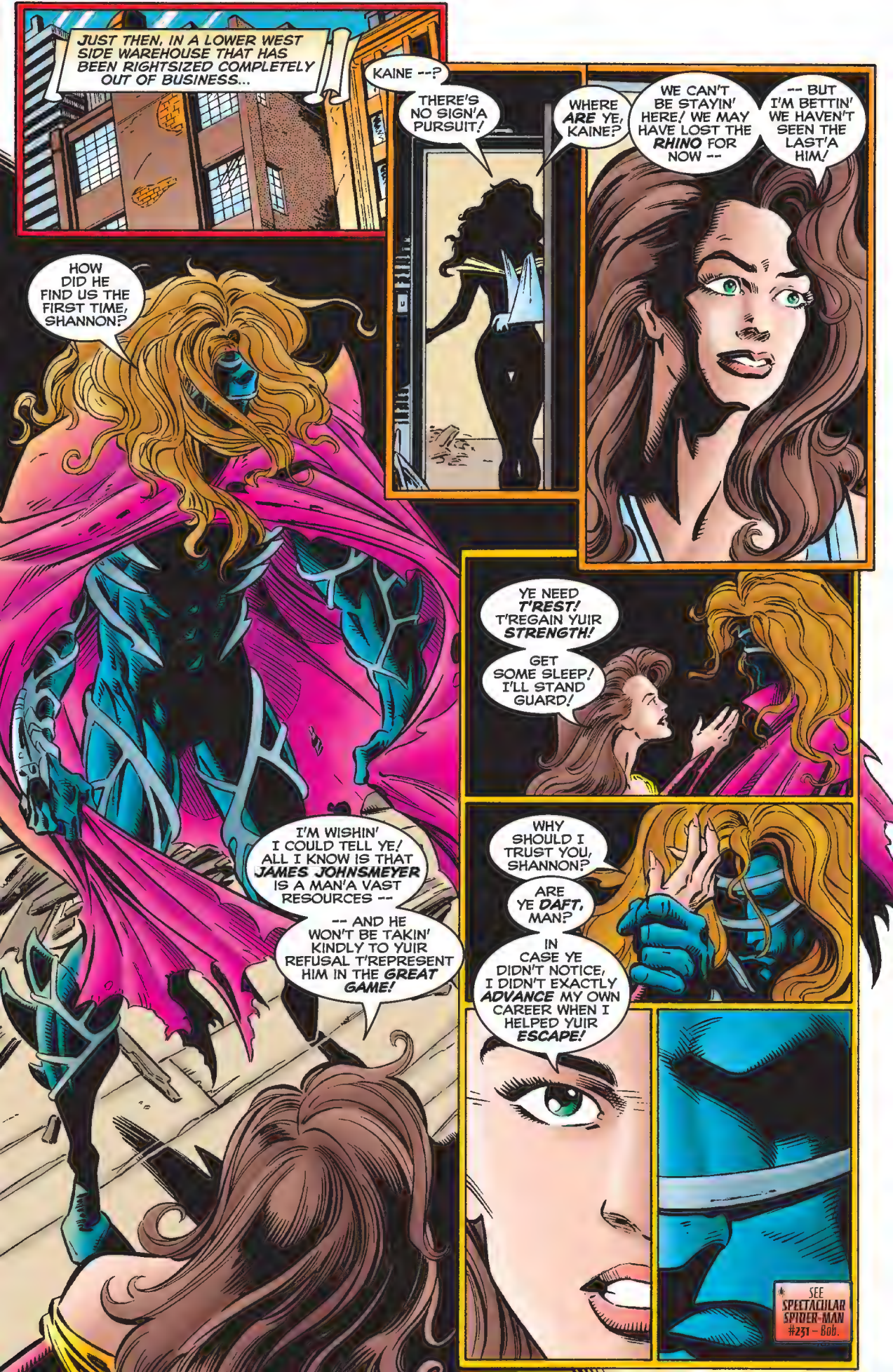

Most people in this city have at least one SKELETON in their closet.
Theirs may only be a figure of speech...
...mine is the GENUINE ARTICLE!
BRRR! I get all creepy-crawly just LOOKING at this bag of bones!
Can't believe I actually shanghaied it from the CITY MORGUE!*

* SEE SENSATIONAL SPIDER-MAN #2 FOR DETAILS – Bob.

I blame the JACKAL for this mess!
He started it five years ago...when he CLONED me.
My clone and I fought!
I lost --
-- and was left for DEAD in a Brooklyn smokestack!
Believing himself to be me, my clone made a real life for himself as PETER PARKER.
He even married MARY JANE, an old girlfriend of mine, and they're presently expecting their first child.
Me, I ended up calling myself BEN REILLY --
-- and bumming around the country!
My only friend during all that time was a geneticist named SEWARD TRAINER.
MAN! I could really use his help and understanding now!
But the poor guy recently blew his mind in CYBERSPACE --
-- and he's presently in a COMA!
I don't know WHEN -- or IF -- he'll ever recover!
As if my life wasn't complicated enough, this stupid SKELETON suddenly appears on the scene!
Workers recently found it while they were demolishing the very same Brooklyn smokestack where Pete dumped me.
What is it?
How'd it get there?
If it's the original clone, WHY do I remember being inside the smoke-stack?
And, where does PETE fit into all this?!
WHOA! My brain's starting to overheat from question overload!
I wish I could ditch all this jazz, and just gentle down with my lady JESSICA --
-- but I have no time to think about ROMANCE!

Nope, I've got work to do...
...of the WEB-SPINNING variety!
While I was chauffeuring MR. BONES back to my apartment, I accidentally ran across an old acquaintance...
...KAINE!
A psychotic SERIAL KILLER who also happens to be a disfigured CLONE of me created by the JACKAL!
OH, MAN! Someone must have had WALL-CRAWLING in mind when this building was designed --
-- with such a user-friendly AIR SHAFT!
Kaine was causing a sharp increase in CASUALTY CLAIMS when I spotted him!
He was in the middle of a major PUNCH-OUT with the RHINO! *
WHY --?!
Don't know!
Don't care!
They both belong behind bars as far as I'm concerned!
* ALSO IN SENSATIONAL SPIDER-MAN #2 – Bob.


AT THAT VERY MOMENT, IN THE SPRAWLING BEVERLY HILLS RESIDENCE OF FINANCIER JAMES JOHNSMEYER...
IS YOUR SPEAKER PHONE MALFUNCTIONING, JAMES? I KEEP HEARING A TWAKKING SOUND!
TWAK
HARDLY, YASSAF! I'M MERELY PRACTICING MY GOLF SWING ON MY NEW VIDEO RANGE!
PERHAPS YOU COULD ALSO USE ONE!
NOT NECESSARY! I RECENTLY ASTROTURFED ONE OF THE BALLROOMS WITHIN MY WINTER PALACE, AND ADDED A THREE-HOLE COURSE!
REALLY --?!
JAMES! YASSAF! I DON'T MEAN TO BE RUDE, BUT A BEAUTIFUL AEGEAN CLIME IS WASTIN' AWAY WHILE I'M STUCK ON THIS CONFERENCE CALL!
I BELIEVE WE WERE DISCUSSIN' SPIDER-MAN --!
CORRECT IS NICOLAS!
PAST HISTORY HAS THE WEB-SWINGER WITH JAMES'S NEW PLAYER, THE ONE CALLED KAINE!
CHU RAISES AN INTERESTING ISSUE.
DO WE PROCEED WITH KAINE'S INITIATION AS PLANNED -- CANCEL HIS FIRST MATCH -- OR FACTOR SPIDER-MAN INTO THE PROCEEDINGS?
GENTLEMEN! GENTLEMEN! WE ARE ALL SPONSORS IN THE GREAT GAME BECAUSE IT AMUSES US TO PIT OUR SUPER-POWERED PAWNS AGAINST ONE ANOTHER!
I PROPOSE WE INCLUDE THE WALL-CRAWLER AS A WILD CARD IN A FIRST BLOOD MATCH!
AN EXCELLENT SUGGESTION, JAMES! NICOLAS AND I CAN ALSO CONTRIBUTE OUR OWN HUMBLE PLAYERS!
SOUNDS LIKE FUN, CHU!
ALL RIGHT... WHO WANTS TO LAY THE FIRST WAGER?!

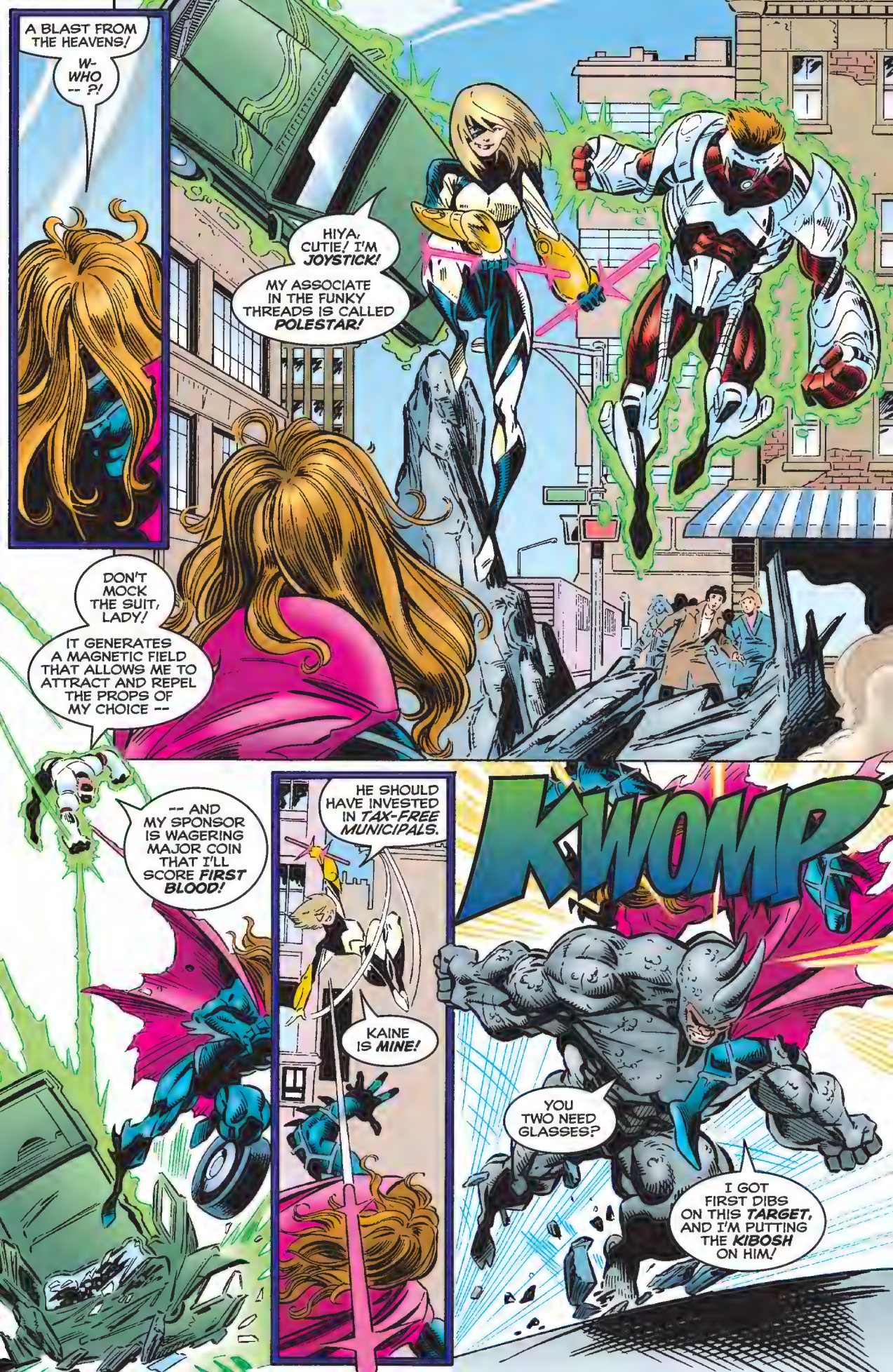

JUST THEN, IN A LOWER WEST SIDE WAREHOUSE THAT HAS BEEN RIGHTSIZED COMPLETELY OUT OF BUSINESS...
KAINE --?
THERE'S NO SIGN'A PURSUIT!
WHERE ARE YE, KAINE?
WE CAN'T BE STAYIN' HERE! WE MAY HAVE LOST THE RHINO FOR NOW --
-- BUT I'M BETTIN' WE HAVEN'T SEEN THE LAST'A HIM!
HOW DID HE FIND US THE FIRST TIME, SHANNON?
YE NEED T'REST! T'REGAIN YUIR STRENGTH!
GET SOME SLEEP! I'LL STAND GUARD!
I'M WISHIN' I COULD TELL YE! ALL I KNOW IS THAT JAMES JOHNSMEYER IS A MAN'A VAST RESOURCES --
-- AND HE WON'T BE TAKIN' KINDLY TO YUIR REFUSAL T'REPRESENT HIM IN THE GREAT GAME!
WHY SHOULD I TRUST YOU, SHANNON?
ARE YE DAFT, MAN?
IN CASE YE DIDN'T NOTICE, I DIDN'T EXACTLY ADVANCE MY OWN CAREER WHEN I HELPED YUIR ESCAPE!
SEE SPECTACULAR SPIDER-MAN #231 – Bob.

A MAN LIKE JOHNSMEYER LIVES FOR THE GREAT GAME, AN' HE'LL NEVER --
OH!
KA-BOOM
HOPE I HAVEN'T COME AT A BAD TIME!
BUT MY BOSS OFFERED ME A MAJOR BONUS TO FLATTEN THE TWO OF YOU BEFORE ANYONE ELSE CAN!
THIS AIN'T PERSONAL, PEOPLE!
IT'S STRICTLY BUSINESS!
YOU ARE A FOOL TO ALLOW YOURSELF TO BE MANIPULATED FOR THE VICARIOUS PLEASURE OF OTHERS, RHINO!
YOU'RE ENTITLED TO YOUR OPINION, KAINE!
ME, I JUST SEE MYSELF AS FREELANCE MUSCLE!

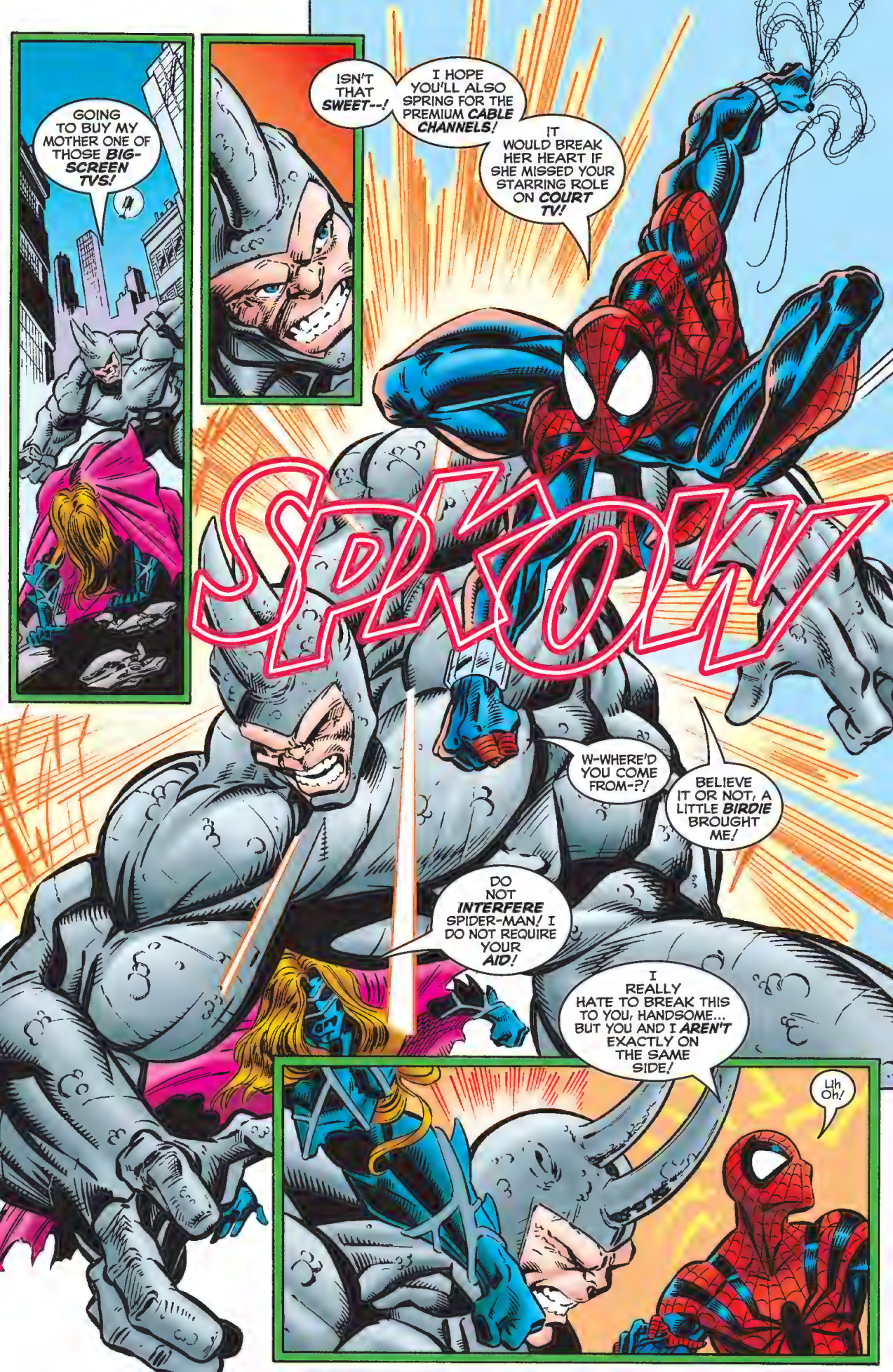
THOUGH THE SHARP CLACKING OF MANUAL TYPEWRITERS HAS GIVEN WAY TO THE NUMBING BUZZ OF COMPUTERIZED WORD PROCESSORS, THE DAILY BUGLE REMAINS A NEWSPAPER IN THE GRAND OLD TRADITION...
HEADLINES SELL PAPERS --
DAILY BUGLE
-- AND I NEED A REAL GRABBER TO NAIL SPIDER-MAN!
Mr. JAMESON, SINCE YOU ACTUALLY SAW HIM HIJACK THE BODY OF SOMEONE WHO MIGHT BE THE ORIGINAL WALL-CRAWLER OUT OF THE MORGUE...
...HOW'S ABOUT SOMETHING LIKE, "SPIDER-MAN: IMPOSTOR AND KILLER!"
NEEDS A LITTLE WORK, ELLIS!
WHAT'S YOUR OPINION, URICH?
I SAY THE ONLY THING NEW ABOUT THIS SPIDER-MAN IS HIS COSTUME! IT'S HAPPENED BEFORE!
IT DOESN'T MATTER WHO HE REALLY IS! THE GUY'S A GHOUL!
ACTUALLY, IT DOES...BUT THAT'S FOR A LATER EDITION! ELLIS, YOU PLAY UP THE STOLEN BODY ANGLE!
URICH, YOU DIG INTO THIS WEBHEAD!
I WANT TO KNOW IF HE'S THE REAL GOODS OR A NEW PLAYER!
YOU GOT IT, Mr. JAMESON!
IS THIS PRUDENT, JONAH? DO YOU REALLY WANT TO UNLEASH A SHARK LIKE KEN ELLIS BEFORE BEN URICH LEARNS THE TRUTH?
THIS IS A NEWS-PAPER, JOE!
WE REPORT FACTS... NOT TRUTH!
TRUTH IS IN THE EYE OF THE BEHOLDER!
AND THIS BEHOLDER SEES SPIDER-MAN ON A SPIT!

No trace of KAINE or the RHINO!
Youd' think in this day and age there'd be easier ways to REACH OUT and SLAM your favorite baddie!
They should all be required to carry CELL PHONES, or be plugged into the INTERNET!
YEAH! A VILLAINS ON-LINE service would certainly relieve my stress!
HEEY! Those news helicopters seem to be in an awful hurry!
Could my favorite bruisers be committing MASS MAYHEM in another part of the city?
Only one way to find out --!
CHANNEL 10 NEWS
THWIP
THWAP
And AWAAAY we go --!

MEANWHILE, ELSEWHERE...
FOR A GUY WHO DOESN'T WANT TO PLAY THIS GAME --
-- YOU PUT UP ONE HECK OF A FIGHT!
OTHERS ONCE PULLED MY STRINGS, RHINO! MADE ME DANCE TO THER PERVERSE MACHINATIONS!
NO MORE!
NEVER AGAIN WILL KAINE BE ANY MAN'S PAWN!
I STRIKE ONLY FOR MY FREEDOM!
MY LIBERTY!
HEY! YOU'RE NOT LEAVING UNTIL I COLLECT MY BONUS!
SAVE YOURSELF FURTHER MISERY, RHINO!
I HAVE NO DESIRE TO CONTINUE THIS POINTLESS BATTLE!
SHANNON AND I MERELY WISH TO VANISH BEFORE THE AUTHORITIES CAN --
BAZAAR
UNGH!


A BLAST FROM THE HEAVENS!
W-WHO -- ?!
HIYA, CUTIE! I'M JOYSTICK!
MY ASSOCIATE IN THE FUNKY THREADS IS CALLED POLESTAR!
DON'T MOCK THE SUIT, LADY!
IT GENERATES A MAGNETIC FIELD THAT ALLOWS ME TO ATTRACT AND REPEL THE PROPS OF MY CHOICE --
-- AND MY SPONSOR IS WAGERING MAJOR COIN THAT I'LL SCORE FIRST BLOOD!
HE SHOULD HAVE INVESTED IN TAX-FREE MUNICIPALS.
KAINE IS MINE!
KWOMP
YOU TWO NEED GLASSES?
I GOT FIRST DIBS ON THIS TARGET, AND I'M PUTTING THE KIBOSH ON HIM!

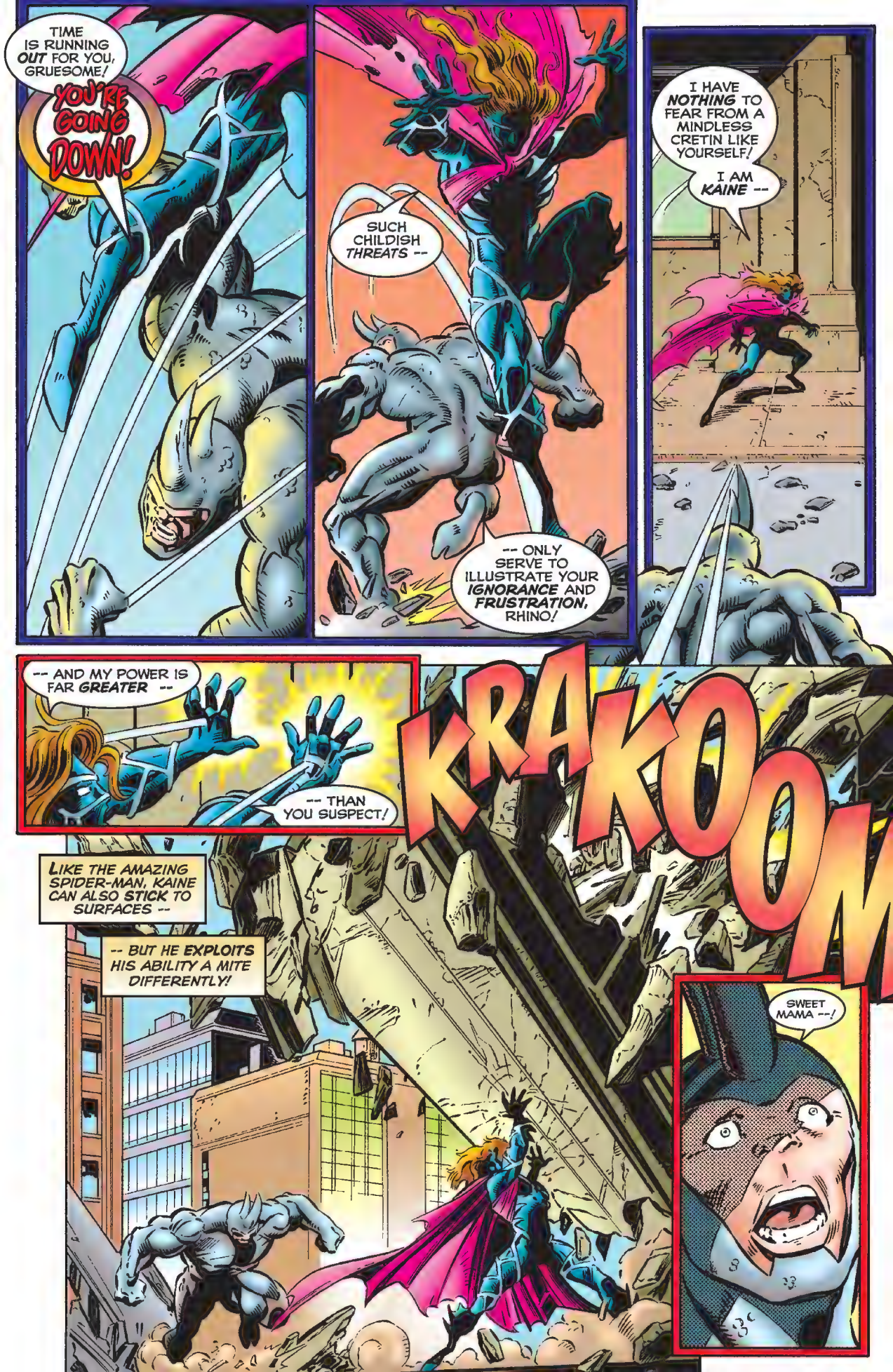
YOU'RE NEW TO THE GREAT GAME, RHINO!
YOU MAY NOT REALIZE THAT THE RULES OF A FIRST BLOOD MATCH ALLOW ALL PLAYERS FREE ACCESS TO THE QUARRY, AND -- Uhhh!
THAT MAY BE TRUE, POLESTAR... BUT THE PREY ARE ALSO PERMITTED TO DEFEND THEMSELVES!
IN CASE YOU'VE FORGOTTEN, BEFORE I SIDED WITH KAINE, I WAS A PLAYER MYSELF --
-- AND I STILL POSSESS MY POWERS OF PERSUASION!
SWOK
GOODY FOR YOU!
MAYBE YOU CAN PERSUADE YOUR TEETH TO RETURN TO YOUR MOUTH!
SHANNON!
FORGET THE BABE, PAL!
YOU'VE GOT YOUR OWN PROBLEMS!
TWOP
I WANT YOU TO KNOW THAT I'M GOING TO PUT MY BONUS TO GOOD USE --!


GOING TO BUY MY MOTHER ONE OF THOSE BIG-SCREEN TVS!
ISN'T THAT SWEET--!
I HOPE YOU'LL ALSO SPRING FOR THE PREMIUM CABLE CHANNELS!
IT WOULD BREAK HER HEART IF SHE MISSED YOUR STARRING ROLE ON COURT TV!
SPROW
W-WHERE'D YOU COME FROM-?!
BELIEVE IT OR NOT, A LITTLE BIRDIE BROUGHT ME!
DO NOT INTERFERE SPIDER-MAN/ I DO NOT REQUIRE YOUR AID!
I REALLY HATE TO BREAK THIS TO YOU, HANDSOME... BUT YOU AND I AREN'T EXACTLY ON THE SAME SIDE!
Uh, Oh!

THIS IS GOING TO BE A VERY PROFITABLE MATCH FOR ME!
THE POINTS FOR SPIDER-MAN ARE DOUBLE THOSE FOR KAINE!
DOUBLE -?!
PWATANG
Barely managed to dodge this new joker!
Why is he involved with Kaine and the Rhino?
SWELL! My webbing isn't adhering to his aura!
I'll need another strategy to --
Oh, no!
I don't believe it!
PWAP
HEY GOOD-LOOKIN'! THIS IS A REAL HONOR FOR ME!
I'VE ALWAYS DREAMED OF TROUNCING A MAJOR HEADLINER LIKE YOU!
JOYSTICK -- the game-player!
She doesn't realize it, but we met while I was still the SCARLET SPIDER!
Back in SCARLET SPIDER #2. - Bob

IT'S UNFAIR!
NOBODY TOLD ME THE WEB-SWINGER WAS WORTH DOUBLE!
YOUR SO-CALLED SPONSOR USES YOU LIKE A MINDLESS TOOL -- AND YOUR ONLY CONCERN IS REMUNERATION?
I STRONGLY SUGGEST YOU REASSESS YOUR PRIORITIES!
Uuuh
SHANNON! ARE YOU WELL ENOUGH TO TRAVEL --?
I... THINK SO!
NOT SO FAST, PALLY!
I MAY BE CHEESED AT BEING RIPPED OFF --
PWAT
-- BUT THAT DOESN'T ENTITLE YOU TO A FREE RIDE!
KA
TWAM
I'M GOING FOR ALL THE POINTS --
-- AND TWO BIG SCREENS!

HE LIES UNMOVING --
--UNCONSCIOUS --
-- HOOKED TO MACHINES WHICH NOTE HEALTHY LIFE SIGNS BUT DETECT ABSOLUTELY NO HIGHER BRAIN FUNCTION!
HOW ARE WE FEELING TODAY?
ANY CHANCE WE'LL AWAKE FROM OUR COMA?
THAT'S A GOOD QUESTION, NURSE!
Oh --! I DIDN'T REALIZE ANYONE WAS BEHIND ME!
ARE YOU HERE TO SEE SEWARD TRAINER?
I AM HIS DAUGHTER... CAROLYN!*
I'LL BE AT THE NURSES STATION IF YOU NEED ME.
THANK YOU. I MUST MAKE THE MOST OUT OF EVERY PRECIOUS MOMENT I SPEND WITH FATHER.
HE'S SO PALE... SO FRAGILE AND VULNERABLE! IT'S PRETTY OBVIOUS THAT...
YES...
HE IS STABLE, BUT HIS CONDITION HASN'T CHANGED. I ASSUME YOU'D LIKE SOME PRIVACY.
... HE WILL NOT SURVIVE MUCH LONGER!
* We know her better as the new DOCTOR OCTOPUS, last seen in SPECTACULAR SCARLET SPIDER #2--Dr. Bob !

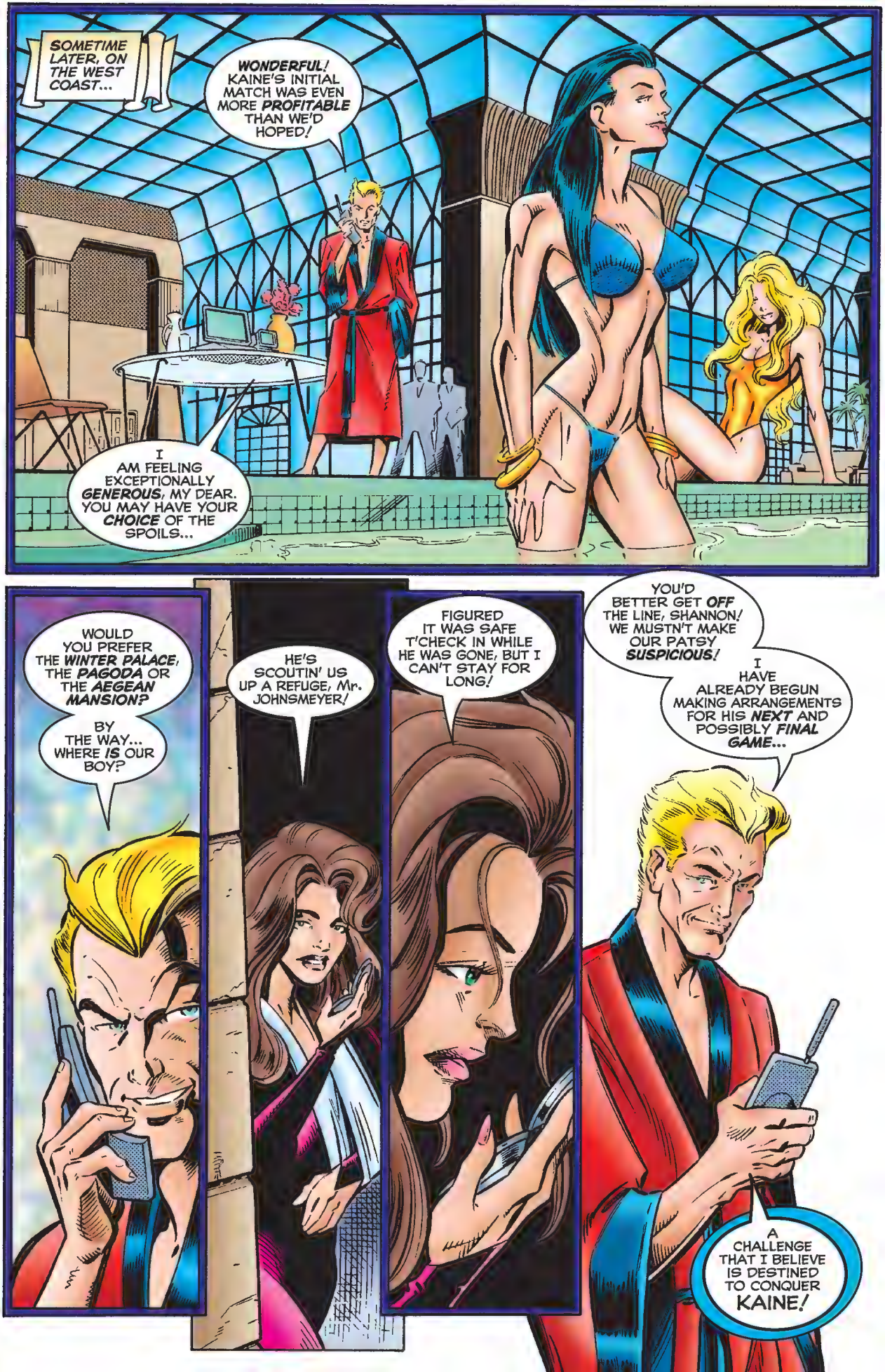

TIME IS RUNNING OUT FOR YOU, GRUESOME!
YOU'RE GOING DOWN!
SUCH CHILDISH THREATS --
-- ONLY SERVE TO ILLUSTRATE YOUR IGNORANCE AND FRUSTRATION, RHINO!
I HAVE NOTHING TO FEAR FROM A MINDLESS CRETIN LIKE YOURSELF!
I AM KAINE --
-- AND MY POWER IS FAR GREATER --
-- THAN YOU SUSPECT!
KRAKOOM
LIKE THE AMAZING SPIDER-MAN, KAINE CAN ALSO STICK TO SURFACES --
-- BUT HE EXPLOITS HIS ABILITY A MITE DIFFERENTLY!
SWEET MAMA --!

WHOMP
ARE YOU STILL CONSCIOUS, RHINO --?
AGNN
KWAK
KWAK
KWAK
I WANT YOU TO BE AWAKE!
IT IS IMPORTANT THAT YOU FEEL THE PAIN -- AND SUFFER THE AGONY!
KWAKK
MOST OF ALL, I WANT YOU TO UNDERSTAND THAT THIS IS ONLY A SAMPLE OF WHAT AWAITS ALL WHO DARE CHALLENGE KAINE!
ONLY A SAMPLE!
ENOUGH, KAINE! YE HAVE BEATEN THE POOR MAN INTO A STUPOR! THERE'S NOT REASON TO BE KILLIN' HIM!
YE'VE ALREADY SCORED FIRST BLOOD!
FIRST BLOOD?!
VIOLENCE IS NO GAME TO ME, SHANNON!
IT'S THE ONLY LIFE I'VE EVER KNOWN!

Ooooo! NICE MOVES, WEBS! YOU'VE MANAGED TO DODGE EVERYTHING POLESTAR AND I HAVE THROWN AT YOU!
IF YOU'RE AS CUTE UNDER THAT MASK AS YOU ARE AGILE, I MIGHT BE INTERESTED IN A LITTLE ONE-ON-ONE --
-- AFTER THE MATCH!
GOTTA GET RID OF HER EXPLOSIVE STICKS!
LET'S GET SOMETHING STRAIGHT, LADY...
...I'M NOT INTERESTED IN YOUR GAME --
-- OR YOU!
KRUNK
ZAKK
KRUNK!
MY PLAN WORKED! THE STICKS VANISHED AS SOON AS I CUT OFF THEIR SOURCE OF ENERGY BY CRUSHING HER WRIST CONDUITS!
P-PRETTY SNEAKY, WEBS!
JUST WHEN WE WERE GETTING SO COMFY!
I'LL REMEMBER THAT LITTLE MANEUVER WHEN NEXT WE MEET!
DON'T LOOK SO SURPRISED! IT'S A WASTE OF TIME TO TURN ME OVER TO THE POLICE! I HAVEN'T COMMITTED A SINGLE CRIME...
...OTHER THAN AGGRAVATED ASSAULT.
AND WE BOTH KNOW YOU'LL NEVER TESTIFY AGAINST ME!
MAYBE NOT, JOYSTICK, BUT I CAN STILL KEEP YOU OFF THE STREETS UNTIL --
WHOOPS!
POLESTAR! I FORGOT ALL ABOUT POLESTAR!
CRASH

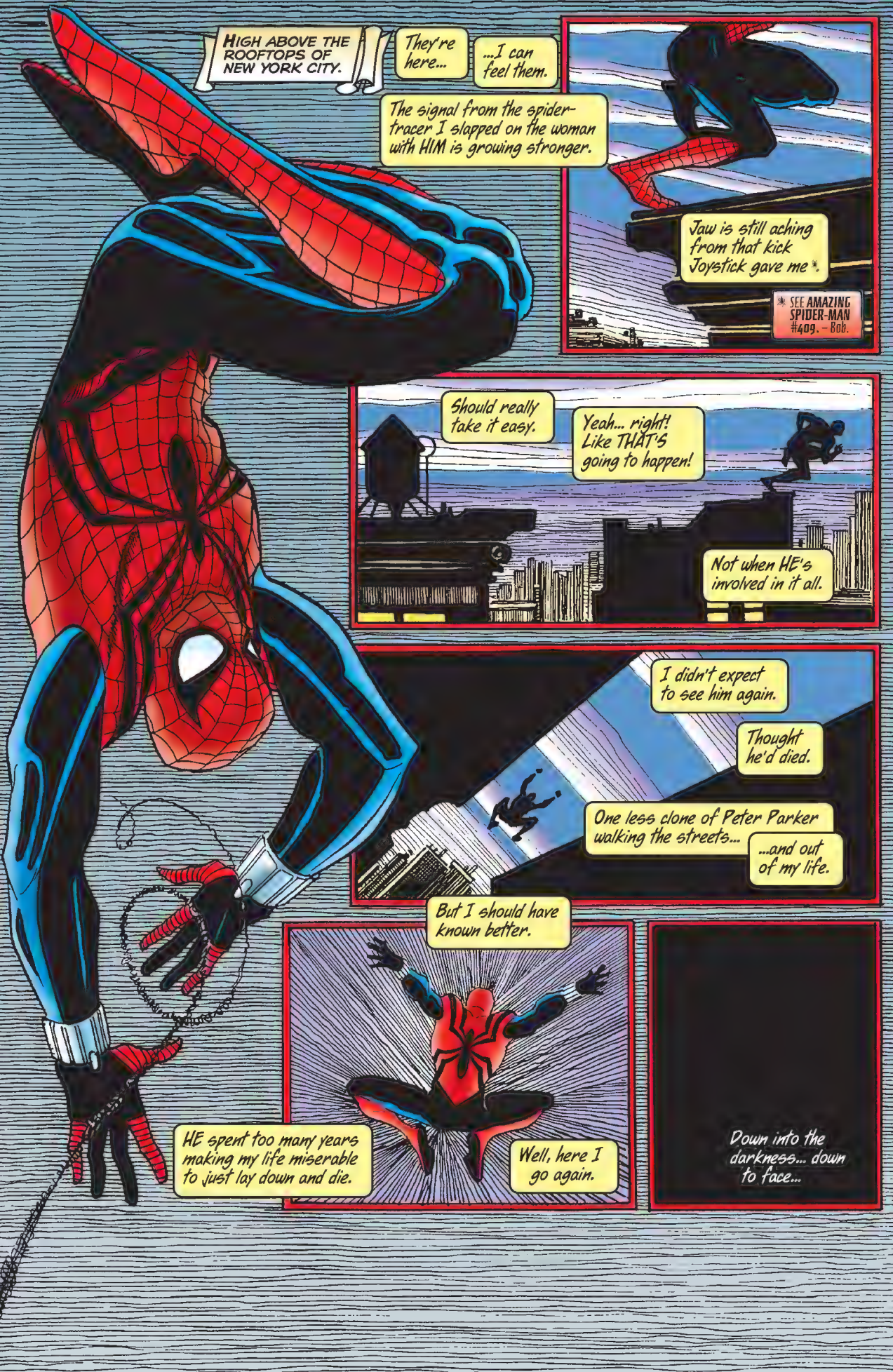
IT'S A MISTAKE YOU'LL SOON REGRET, SPIDER-MAN!
MY MAGNETIC FIELD MAKES ME THE MOST DANGEROUS OPPONENT YOU'VE FACED!
YOU'RE REALLY PUSHING IT, BUNKY!
I'VE FOUGHT SOME MAJOR HEAVIES IN MY TIME!
AND -- UNLIKE YOU -- MOST OF THEM HAD A GREAT SENSE OF DIRECTION!
WHAT THE HECK ARE YOU --
THIS ISN'T FAIR! MY SPONSOR INVESTED SERIOUS MONEY IN THIS OUTFIT, AND HE EXPECTS RESULTS!
I COULD LOSE THIS JOB IF I DON'T PRODUCE THE DESIRED RETURNS BY THE END OF THE FISCAL QUARTER!
ARE YOU LISTENING, SPIDER-MAN?
SPIDER-MAN --?!
Oh... NO!
SPWAK
ROB

I HEAR YOU, ALL RIGHT!
YOU SOUND LIKE EVERY OTHER CORPORATE WEASEL WHO DANGLES FROM THE HIGH WIRE OF OFFICE POLITICS!
PWAS SWOK
IF YOU WANT THE PERKS THAT COME FROM LIVING IN THE FAST LANE, DON'T WHINE WHEN THE TIME COMES TO PAY YOUR TAB!
AT LEAST YOU HAD A CHOICE ABOUT PLAYING THIS STUPID GAME!
ME -- ALL I WANTED WAS TO CLEAR A PAIR OF PSYCHOS OFF THE STREETS!
WHAT DO I HAVE TO SHOW FOR MY EFFORTS?
YOU AND THE RHINO!
THANKS TO YOU AND JOY-STICK...
...KAINE AND HIS LADY FRIEND ARE STILL FREE!

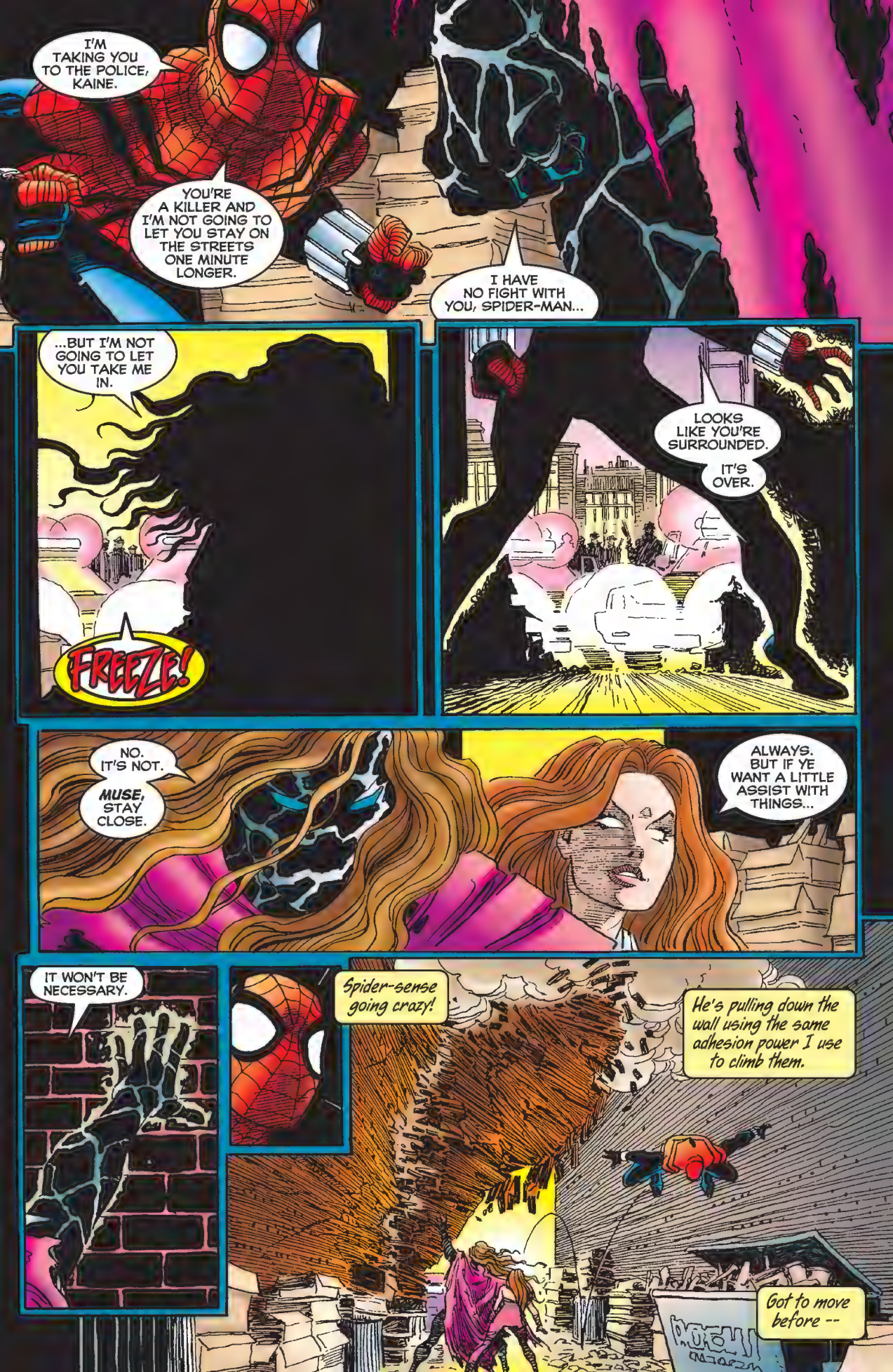

SOMETIME LATER, ON THE WEST COAST...
WONDERFUL! KAINE'S INITIAL MATCH WAS EVEN MORE PROFITABLE THAN WE'D HOPED!
I AM FEELING EXCEPTIONALLY GENEROUS, MY DEAR. YOU MAY HAVE YOUR CHOICE OF THE SPOILS...
WOULD YOU PREFER THE WINTER PALACE, THE PAGODA OR THE AEGEAN MANSION?
BY THE WAY... WHERE IS OUR BOY?
HE'S SCOUTIN' US UP A REFUGE, Mr. JOHNSMEYER!
FIGURED IT WAS SAFE T'CHECK IN WHILE HE WAS GONE, BUT I CAN'T STAY FOR LONG!
YOU'D BETTER GET OFF THE LINE, SHANNON! WE MUSTN'T MAKE OUR PATSY SUSPICIOUS!
I HAVE ALREADY BEGUN MAKING ARRANGEMENTS FOR HIS NEXT AND POSSIBLY FINAL GAME...
A CHALLENGE THAT I BELIEVE IS DESTINED TO CONQUER KAINE!

The RHINO is one of my strongest foes, but I should have realized that he'd go down a lot easier than KAINE!
That maniac has spent too many years TORTURING me, filling my life with MISERY.
He's managed to ELUDE me once again...
...but NOT for long!
During the battle, I took a moment to tag Kaine's date with a SPIDER-TRACER!
The signal's coming in LOUD and CLEAR!
This is it --! My final showdown with KAINE! And hopefully, my chance to put this crazy GAME out of commission once and for all!
Hope my UNDERWEAR is in relatively decent shape!
Otherwise, I'll be real embarrassed if I'm the one who ends up in a HOSPITAL --
-- or the MORGUE!

THE RETURN OF KAINE Part 4 of 4
SPIDER-MAN
MAR • 66
MARVEL SPIDER-MAN GROUP
APPROVED BY THE COMICS CODE AUTHORITY
JRJR + MILLER


HIGH ABOVE THE ROOFTOPS OF NEW YORK CITY.
They're here...
...I can feel them.
The signal from the spider-tracer I slapped on the woman with HIM is growing stronger.
Jaw is still aching from that kick Joystick gave me*.
* SEE AMAZING SPIDER-MAN #409. – Bob.
Should really take it easy.
Yeah... right! Like THAT'S going to happen!
Not when HE's involved in it all.
I didn't expect to see him again.
Thought he'd died.
One less clone of Peter Parker walking the streets...
...and out of my life.
But I should have known better.
HE spent too many years making my life miserable to just lay down and die.
Well, here I go again.
Down into the darkness... down to face...

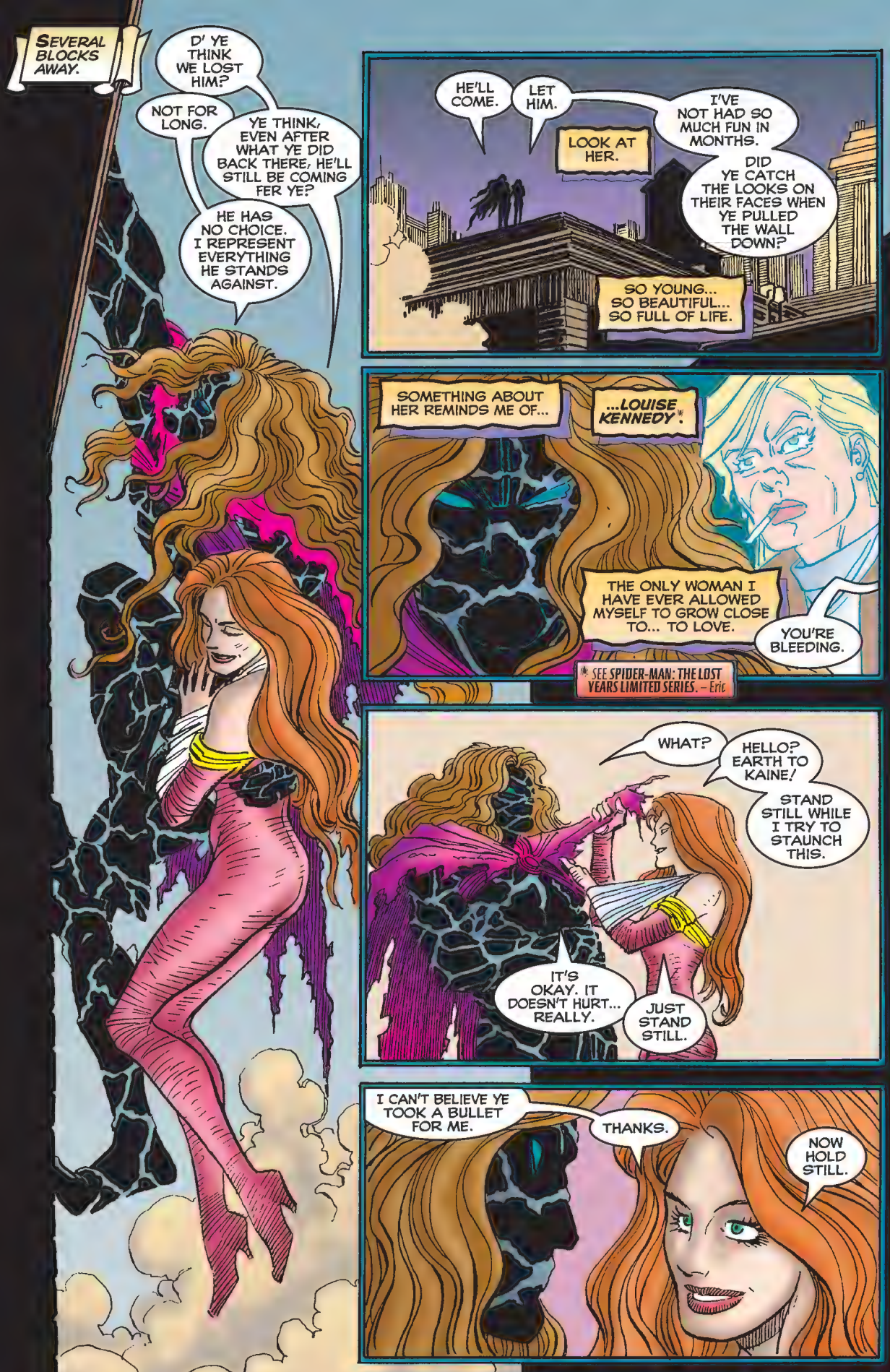
...KAINE.
Stan Lee presents:
THE RETURN OF KAINE
Part 4 of 4
END GAME
Howard Mackie Writer
John Romita, Jr. Penciler
Al Williamson, Dick Giordano & Al Milgrom Inkers
Richard Starkings AND Comicraft Letters
Kevin Tinsley Colorist
Malibu's Hues Separations
Eric Fein Editor
Bob Budiansky Executive Editor
Bob Harras Editor in Chief

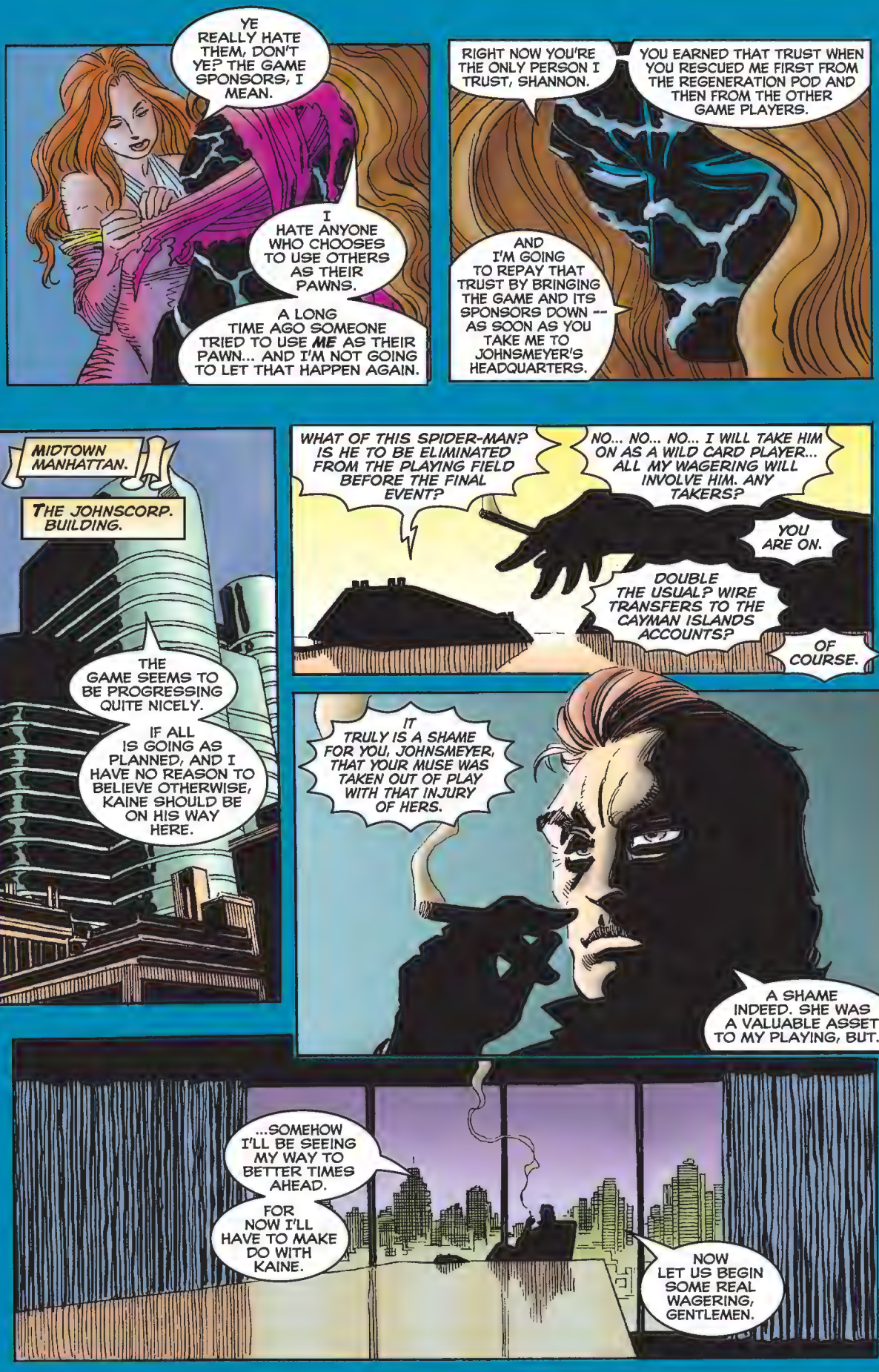

I'M TAKING YOU TO THE POLICE, KAINE.
YOU'RE A KILLER AND I'M NOT GOING TO LET YOU STAY ON THE STREETS ONE MINUTE LONGER.
I HAVE NO FIGHT WITH YOU, SPIDER-MAN...
...BUT I'M NOT GOING TO LET YOU TAKE ME IN.
FREEZE!
LOOKS LIKE YOU'RE SURROUNDED.
IT'S OVER.
NO. IT'S NOT.
MUSE, STAY CLOSE.
ALWAYS. BUT IF YE WANT A LITTLE ASSIST WITH THINGS...
IT WON'T BE NECESSARY.
Spider-sense going crazy!
He's pulling down the wall using the same adhesion power I use to climb them.
Got to move before --

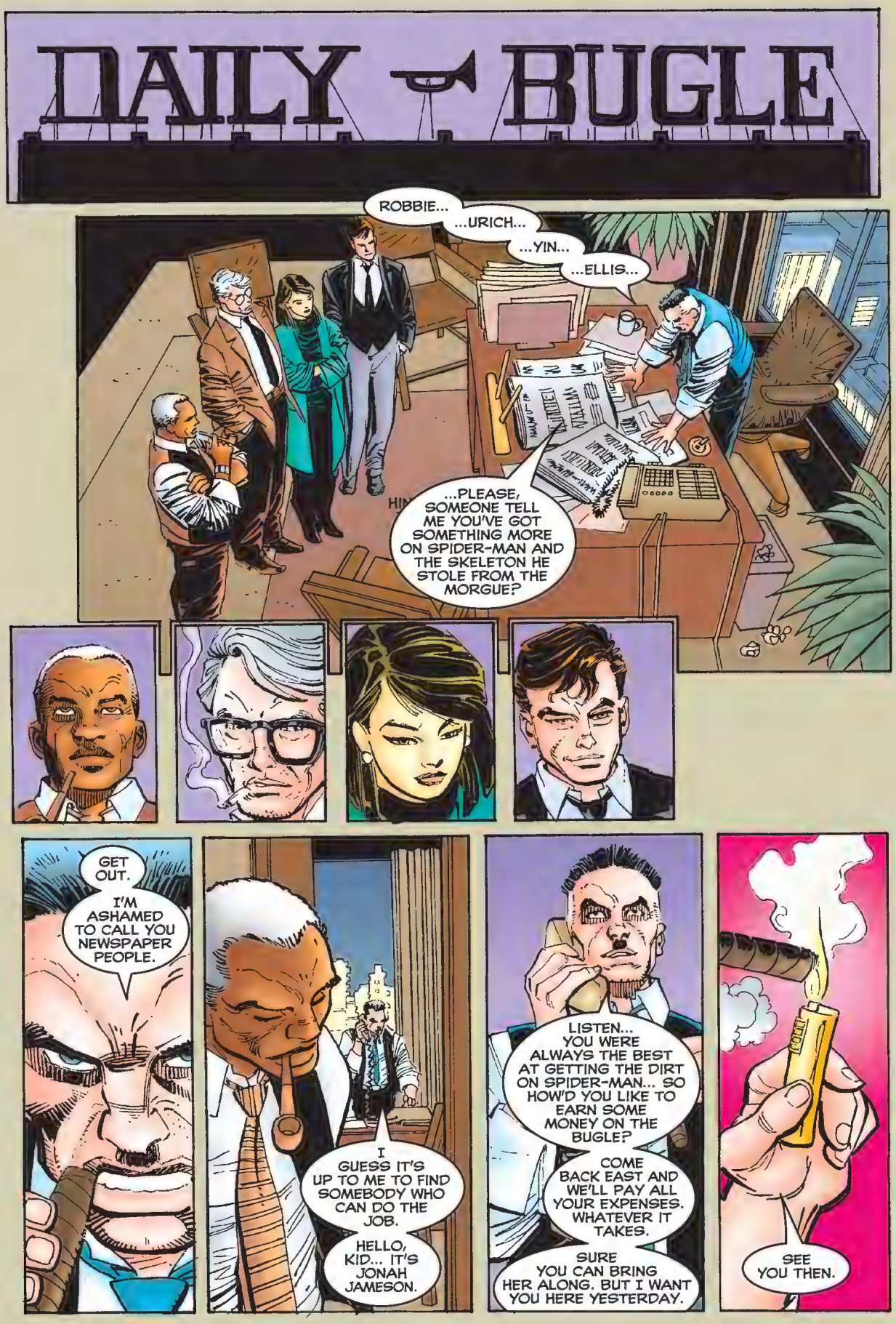
BOOM
JEEZ! WE CAN'T GET THROUGH.
EVERYONE AROUND THE BLOCK. THEY'RE GOIN' TO HAVE TO COME OUT THE OTHER END OF THE ALLEY.
LET'S BACK UP THE OTHER UNITS...
"...'CAUSE I THINK THEY'RE GOING TO NEED IT."
WHO IS THIS BIG GUY?
WE WERE SENT OUT TO BRING IN SPIDER-MAN FOR STEALING A SKELETON FROM THE MORGUE*... ...SO WHO DO WE ARREST NOW?
* SEE SENSATIONAL SPIDER-MAN #2. – Bob.
ALL OF YOU -- JUST FREEZE OR WE SHOOT!
They're after ME?
Wonderful.
I HAVE NO TIME FOR THIS.
COME ON, MUSE, WE'RE LEAVING NOW.
IF ANYONE GETS IN OUR WAY...
...I WILL TAKE THEM DOWN.

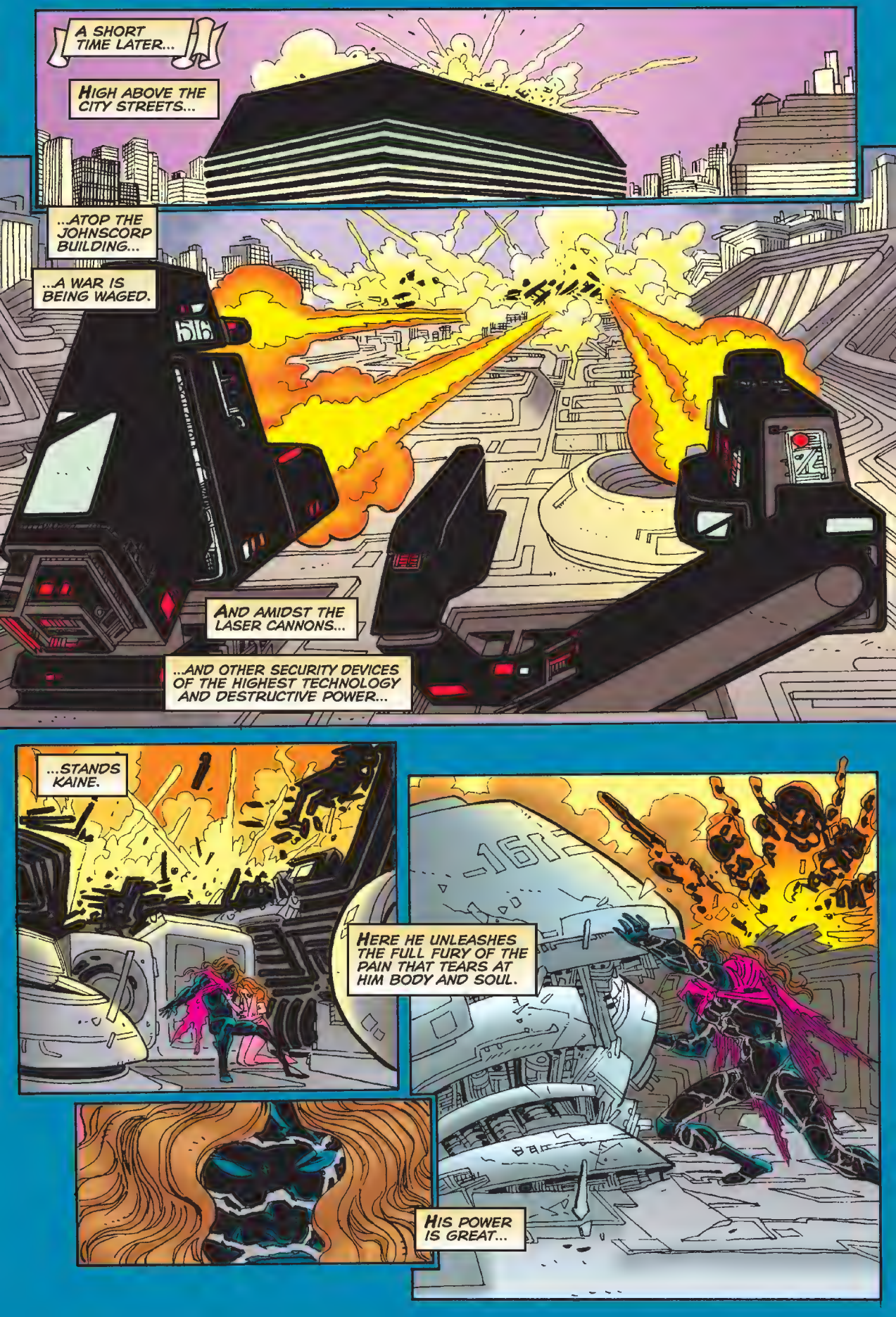
He's throwing those two cops as if they were rag dolls.
THWIP
THWIP
If they hit the wall at that speed they're going to be crushed.
Got 'em.
YE SURE KNOW HOW TO SHOW A GIRL A GOOD TIME, KAINE.
I HAVEN'T HAD THIS MUCH FUN SINCE --
MUSE! BEHIND YOU!
HE'S GOING TO...
PTOOM
...SHOOT.
UGPH!
Kaine took the bullet for her and it's barely slowing him down.
Got to get to him before he --

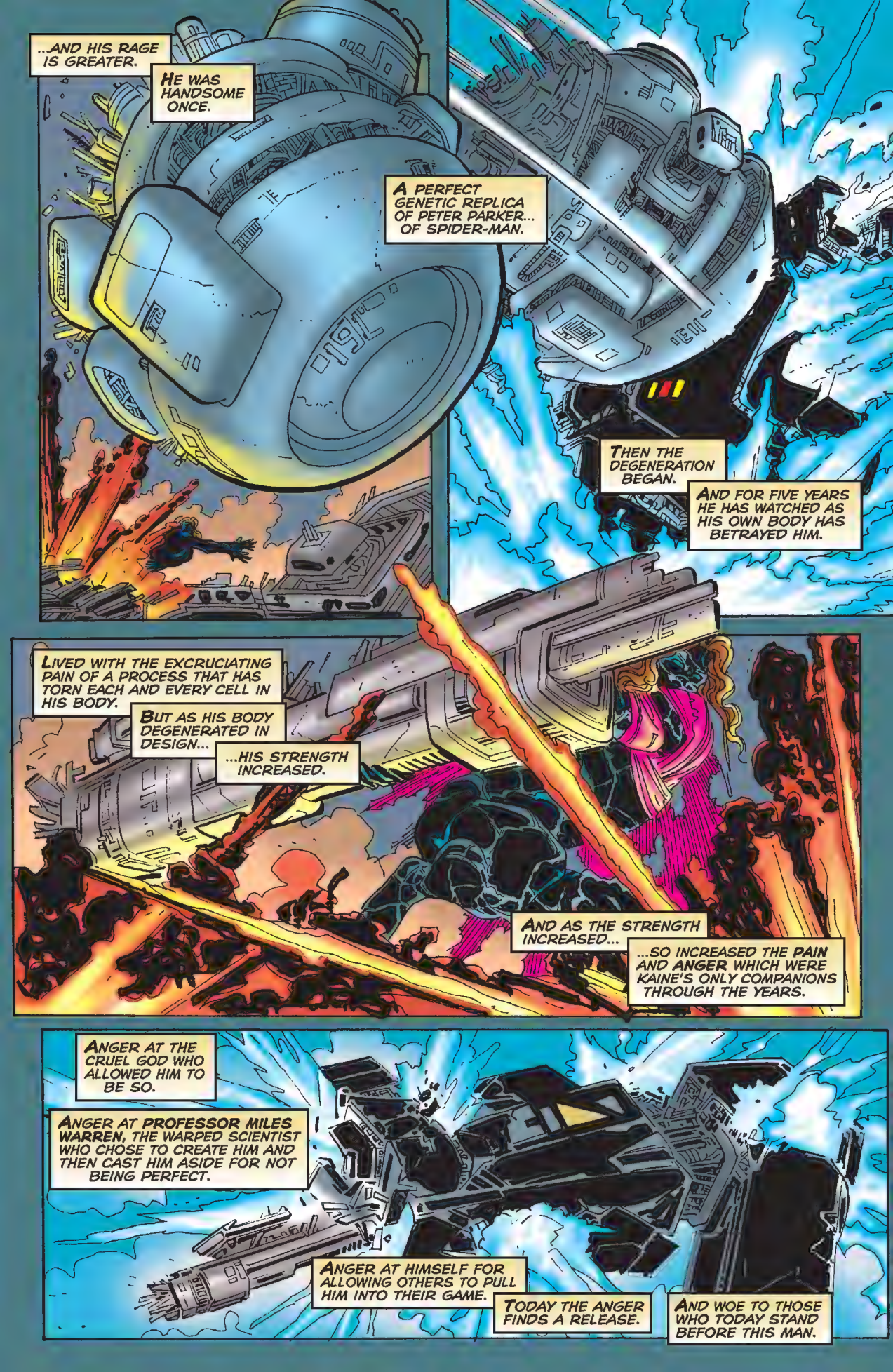
Not again.
Pulled the wall down.
It's falling towards the cops.
He knows I won't let them get hurt.
Knows I can't.
Knows me better than I know myself.
He and Muse got away while I was saving the day.
And now, just to show their gratitude, the police are going to offer me a hearty --
FREEZE!
So much for gratitude.

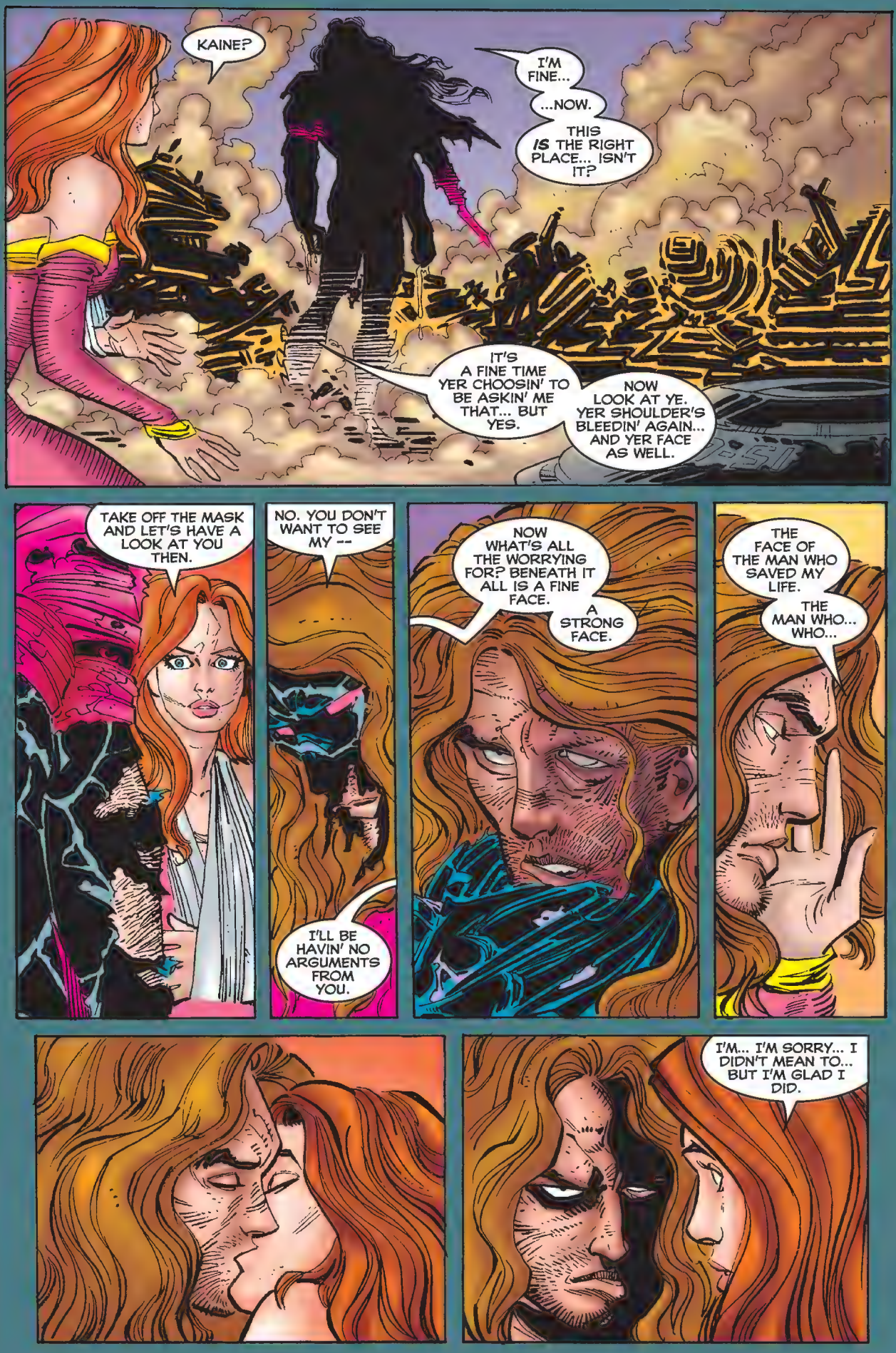

SEVERAL BLOCKS AWAY.
D' YE THINK WE LOST HIM?
NOT FOR LONG.
YE THINK, EVEN AFTER WHAT YE DID BACK THERE, HE'LL STILL BE COMING FER YE?
HE HAS NO CHOICE. I REPRESENT EVERYTHING HE STANDS AGAINST.
HE'LL COME.
LET HIM.
I'VE NOT HAD SO MUCH FUN IN MONTHS.
LOOK AT HER.
DID YE CATCH THE LOOKS ON THEIR FACES WHEN YE PULLED THE WALL DOWN?
SO YOUNG... SO BEAUTIFUL... SO FULL OF LIFE.
SOMETHING ABOUT HER REMINDS ME OF...
...LOUISE KENNEDY*.
THE ONLY WOMAN I HAVE EVER ALLOWED MYSELF TO GROW CLOSE TO... TO LOVE.
YOU'RE BLEEDING.
* SEE SPIDER-MAN: THE LOST YEARS LIMITED SERIES. – Eric
WHAT?
HELLO? EARTH TO KAINE!
STAND STILL WHILE I TRY TO STAUNCH THIS.
IT'S OKAY. IT DOESN'T HURT... REALLY.
JUST STAND STILL.
I CAN'T BELIEVE YE TOOK A BULLET FOR ME.
THANKS.
NOW HOLD STILL.

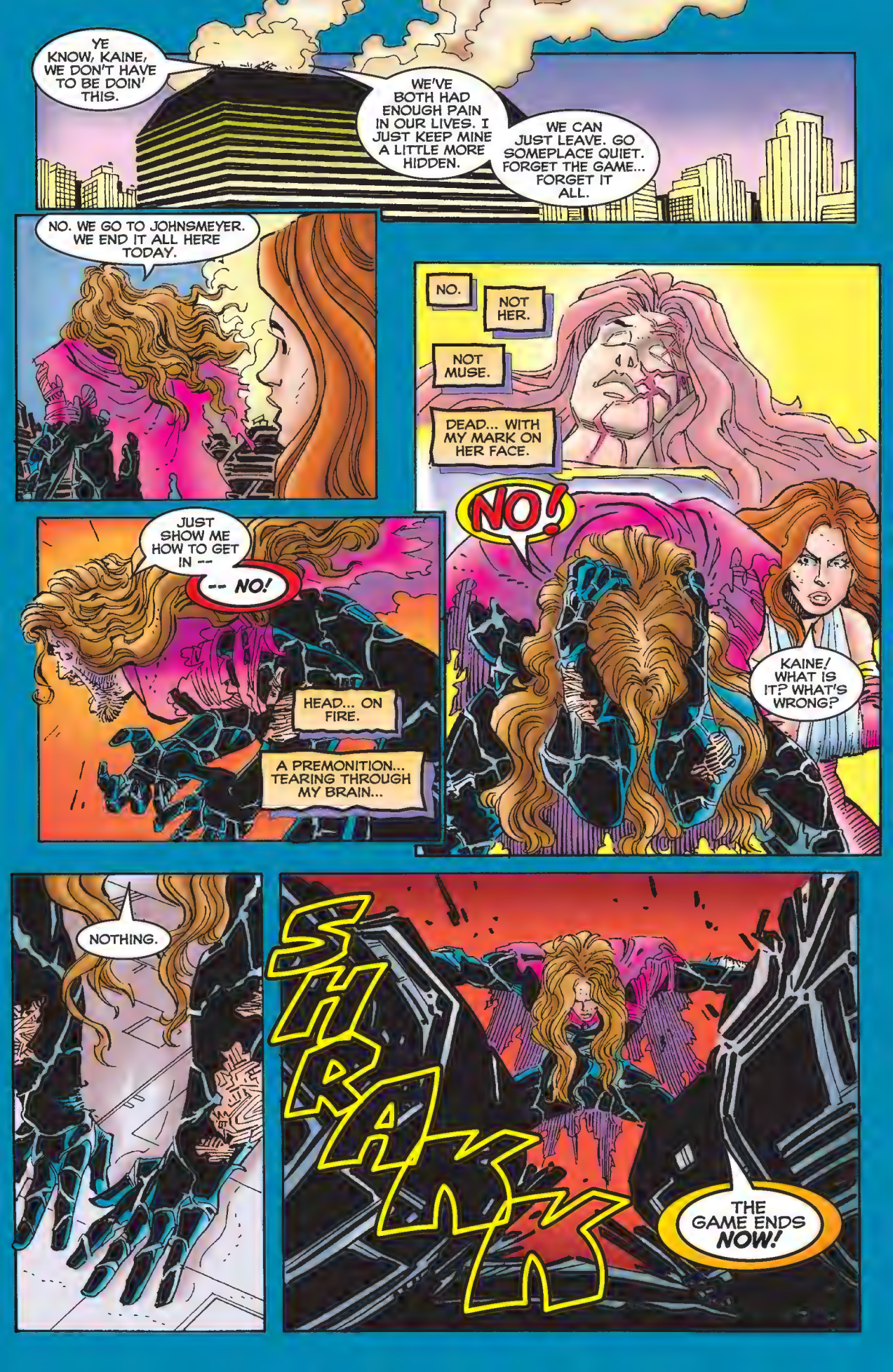

YE REALLY HATE THEM, DON'T YE? THE GAME SPONSORS, I MEAN.
I HATE ANYONE WHO CHOOSES TO USE OTHERS AS THEIR PAWNS.
A LONG TIME AGO SOMEONE TRIED TO USE ME AS THEIR PAWN... AND I'M NOT GOING TO LET THAT HAPPEN AGAIN.
RIGHT NOW YOU'RE THE ONLY PERSON I TRUST, SHANNON.
YOU EARNED THAT TRUST WHEN YOU RESCUED ME FIRST FROM THE REGENERATION POD AND THEN FROM THE OTHER GAME PLAYERS.
AND I'M GOING TO REPAY THAT TRUST BY BRINGING THE GAME AND ITS SPONSORS DOWN -- AS SOON AS YOU TAKE ME TO JOHNSMEYER'S HEADQUARTERS.
MIDTOWN MANHATTAN.
THE JOHNSCORP. BUILDING.
THE GAME SEEMS TO BE PROGRESSING QUITE NICELY.
IF ALL IS GOING AS PLANNED, AND I HAVE NO REASON TO BELIEVE OTHERWISE, KAINE SHOULD BE ON HIS WAY HERE.
WHAT OF THIS SPIDER-MAN? IS HE TO BE ELIMINATED FROM THE PLAYING FIELD BEFORE THE FINAL EVENT?
NO... NO... NO... I WILL TAKE HIM ON AS A WILD CARD PLAYER... ALL MY WAGERING WILL INVOLVE HIM. ANY TAKERS?
YOU ARE ON.
DOUBLE THE USUAL? WIRE TRANSFERS TO THE CAYMAN ISLANDS ACCOUNTS?
OF COURSE.
IT TRULY IS A SHAME FOR YOU, JOHNSMEYER, THAT YOUR MUSE WAS TAKEN OUT OF PLAY WITH THAT INJURY OF HERS.
A SHAME INDEED. SHE WAS A VALUABLE ASSET TO MY PLAYING, BUT...
...SOMEHOW I'LL BE SEEING MY WAY TO BETTER TIMES AHEAD.
FOR NOW I'LL HAVE TO MAKE DO WITH KAINE.
NOW LET US BEGIN SOME REAL WAGERING, GENTLEMEN.


DAILY BUGLE
ROBBIE...
...URICH...
...YIN...
...ELLIS...
...PLEASE, SOMEONE TELL ME YOU'VE GOT SOMETHING MORE ON SPIDER-MAN AND THE SKELETON HE STOLE FROM THE MORGUE?
GET OUT.
I'M ASHAMED TO CALL YOU NEWSPAPER PEOPLE.
I GUESS IT'S UP TO ME TO FIND SOMEBODY WHO CAN DO THE JOB.
HELLO, KID... IT'S JONAH JAMESON.
LISTEN... YOU WERE ALWAYS THE BEST AT GETTING THE DIRT ON SPIDER-MAN... SO HOW'D YOU LIKE TO EARN SOME MONEY ON THE BUGLE?
COME BACK EAST AND WE'LL PAY ALL YOUR EXPENSES. WHATEVER IT TAKES.
SURE YOU CAN BRING HER ALONG. BUT I WANT YOU HERE YESTERDAY.
SEE YOU THEN.

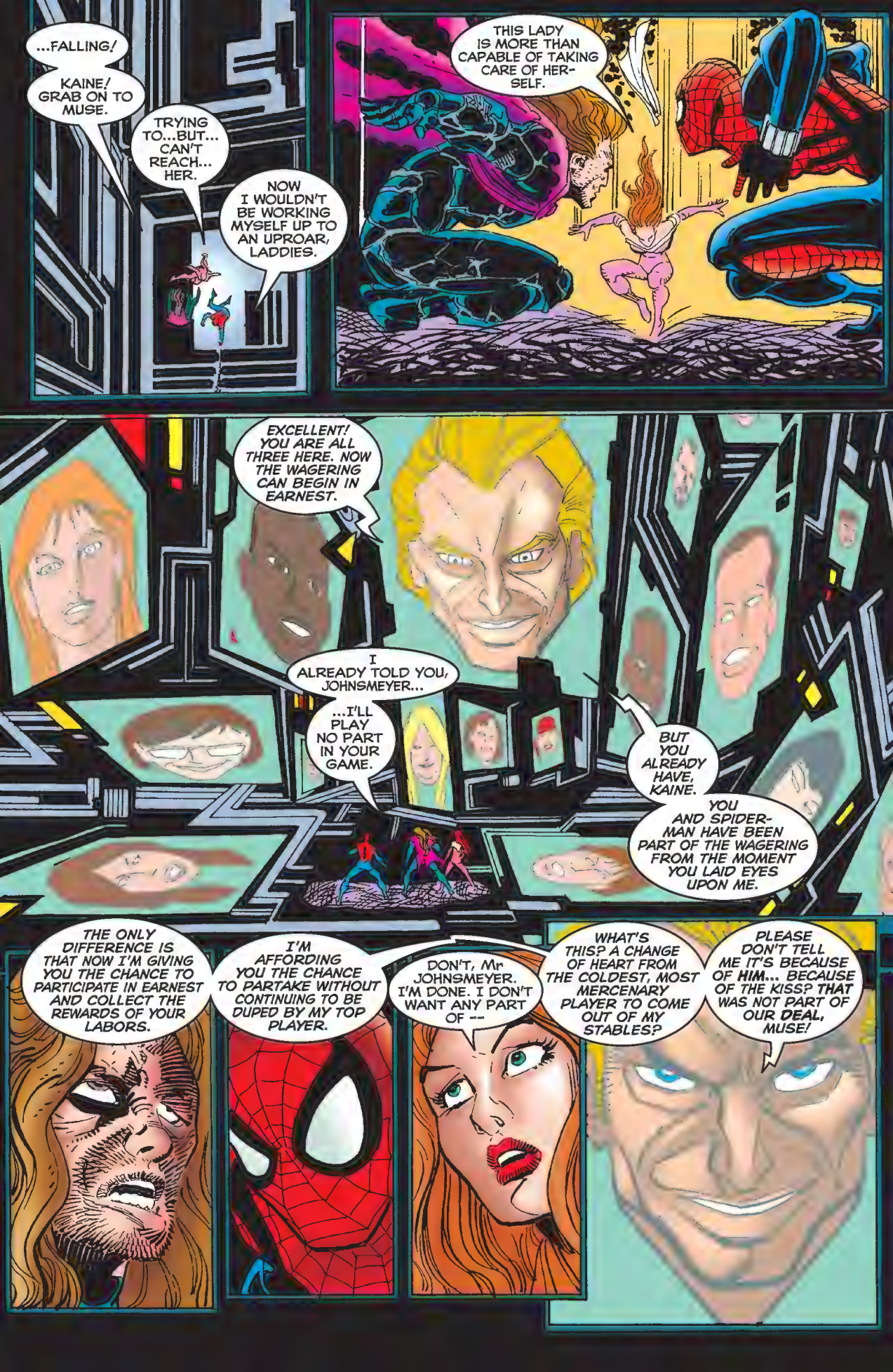

A SHORT TIME LATER...
HIGH ABOVE THE CITY STREETS...
...ATOP THE JOHNSCORP BUILDING...
...A WAR IS BEING WAGED.
AND AMIDST THE LASER CANNONS...
...AND OTHER SECURITY DEVICES OF THE HIGHEST TECHNOLOGY AND DESTRUCTIVE POWER...
...STANDS KAINE.
HERE HE UNLEASHES THE FULL FURY OF THE PAIN THAT TEARS AT HIM BODY AND SOUL.
HIS POWER IS GREAT...


...AND HIS RAGE IS GREATER.
HE WAS HANDSOME ONCE.
A PERFECT GENETIC REPLICA OF PETER PARKER... OF SPIDER-MAN.
THEN THE DEGENERATION BEGAN.
AND FOR FIVE YEARS HE HAS WATCHED AS HIS OWN BODY HAS BETRAYED HIM.
LIVED WITH THE EXCRUCIATING PAIN OF A PROCESS THAT HAS TORN EACH AND EVERY CELL IN HIS BODY.
BUT AS HIS BODY DEGENERATED IN DESIGN...
...HIS STRENGTH INCREASED.
AND AS THE STRENGTH INCREASED...
...SO INCREASED THE PAIN AND ANGER WHICH WERE KAINE'S ONLY COMPANIONS THROUGH THE YEARS.
ANGER AT THE CRUEL GOD WHO ALLOWED HIM TO BE SO.
ANGER AT PROFESSOR MILES WARREN, THE WARPED SCIENTIST WHO CHOSE TO CREATE HIM AND THEN CAST HIM ASIDE FOR NOT BEING PERFECT.
ANGER AT HIMSELF FOR ALLOWING OTHERS TO PULL HIM INTO THEIR GAME.
TODAY THE ANGER FINDS A RELEASE.
AND WOE TO THOSE WHO TODAY STAND BEFORE THIS MAN.

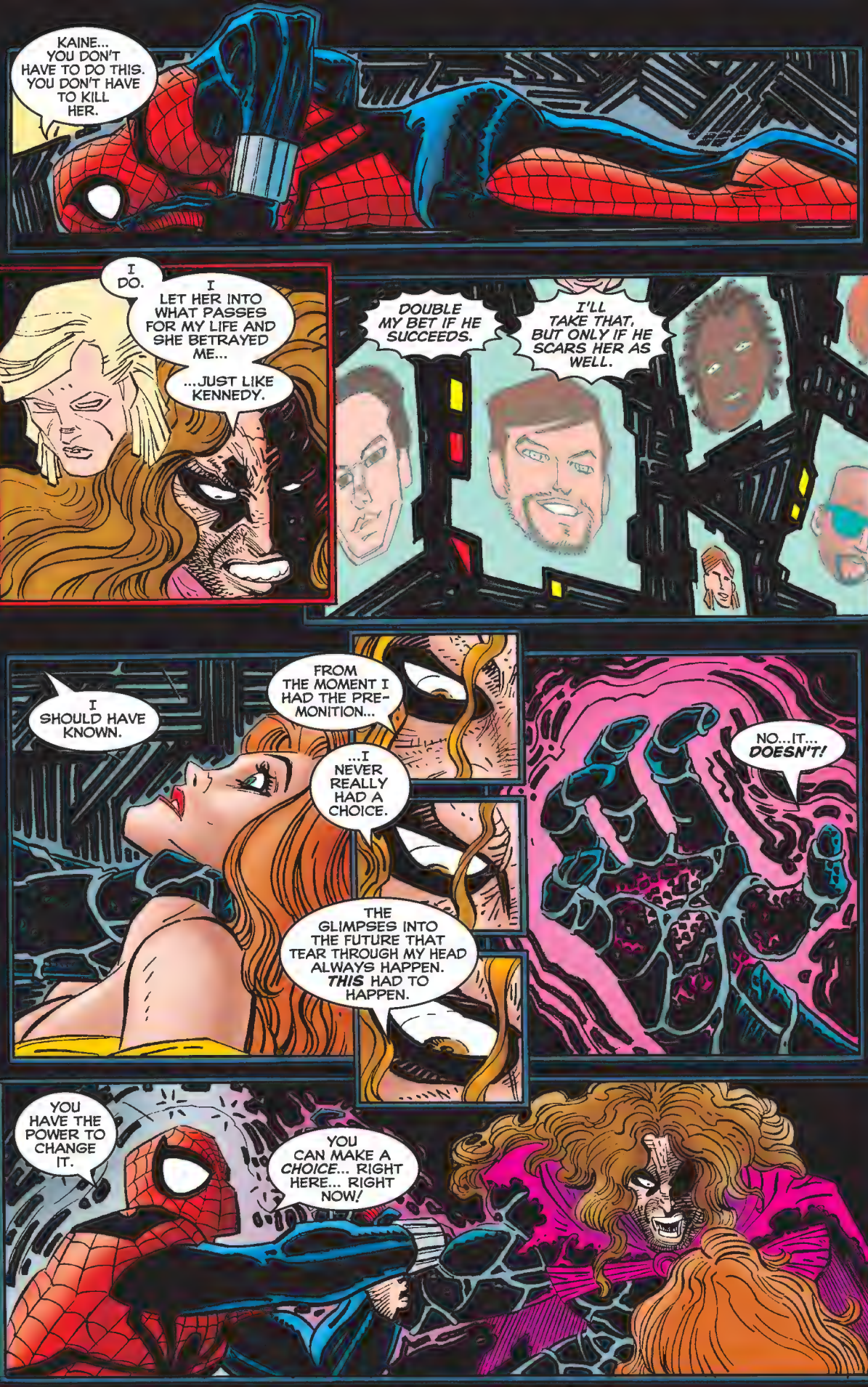

KAINE?
I'M FINE...
...NOW.
THIS IS THE RIGHT PLACE... ISN'T IT?
IT'S A FINE TIME YER CHOOSIN' TO BE ASKIN' ME THAT... BUT YES.
NOW LOOK AT YE. YER SHOULDER'S BLEEDIN' AGAIN... AND YER FACE AS WELL.
TAKE OFF THE MASK AND LET'S HAVE A LOOK AT YOU THEN.
NO. YOU DON'T WANT TO SEE MY --
I'LL BE HAVIN' NO ARGUMENTS FROM YOU.
NOW WHAT'S ALL THE WORRYING FOR? BENEATH IT ALL IS A FINE FACE.
A STRONG FACE.
THE FACE OF THE MAN WHO SAVED MY LIFE.
THE MAN WHO... WHO...
I'M... I'M SORRY... I DIDN'T MEAN TO... BUT I'M GLAD I DID.

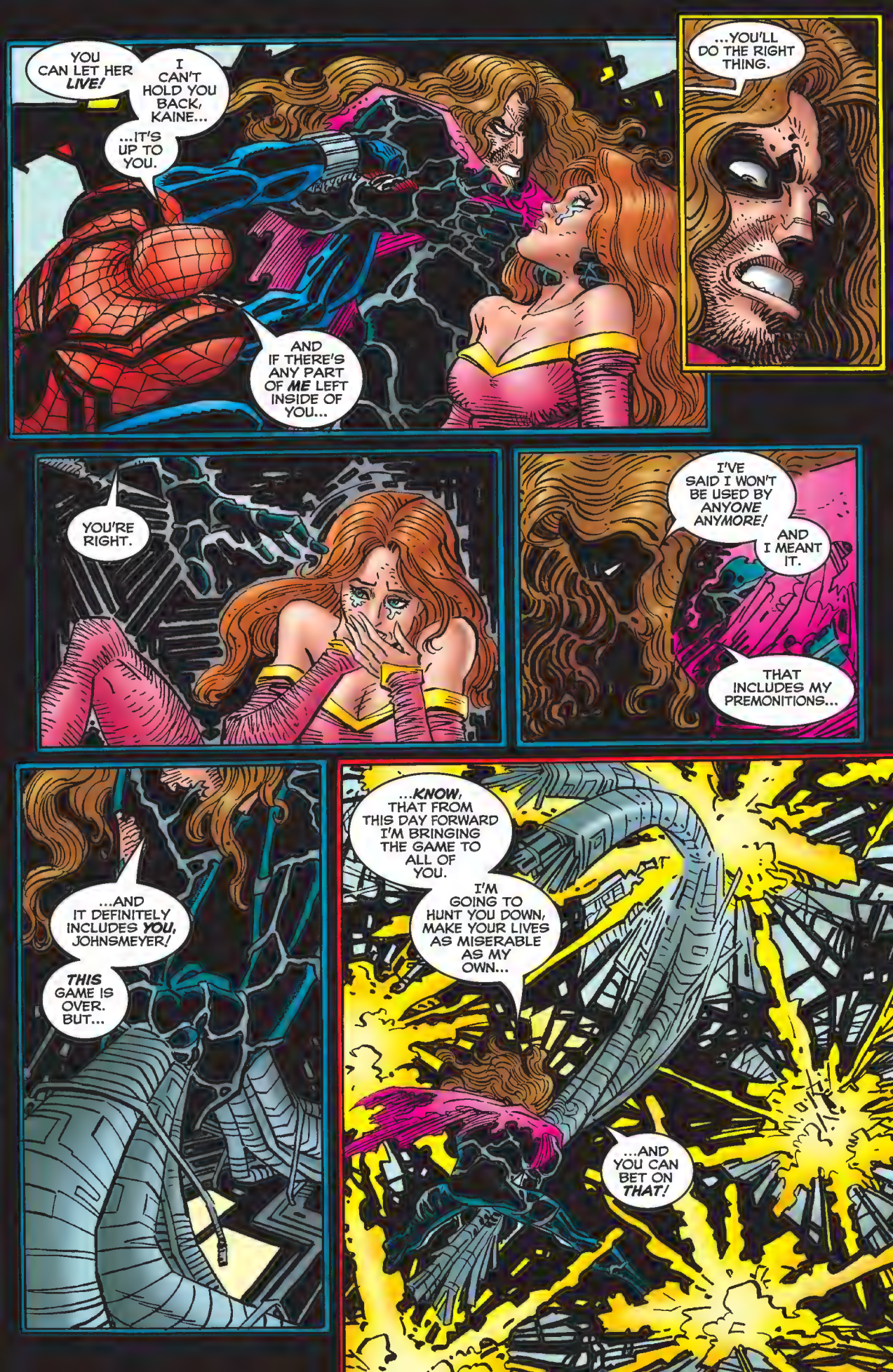

YE KNOW, KAINE, WE DON'T HAVE TO BE DOIN' THIS.
WE'VE BOTH HAD ENOUGH PAIN IN OUR LIVES. I JUST KEEP MINE A LITTLE MORE HIDDEN.
WE CAN JUST LEAVE. GO SOMEPLACE QUIET. FORGET THE GAME... FORGET IT ALL.
NO. WE GO TO JOHNSMEYER. WE END IT ALL HERE TODAY.
NO.
NOT HER.
NOT MUSE.
DEAD... WITH MY MARK ON HER FACE.
NO!
KAINE! WHAT IS IT? WHAT'S WRONG?
JUST SHOW ME HOW TO GET IN --
-- NO!
HEAD... ON FIRE.
A PREMONITION... TEARING THROUGH MY BRAIN...
NOTHING.
SHRAK
THE GAME ENDS NOW!

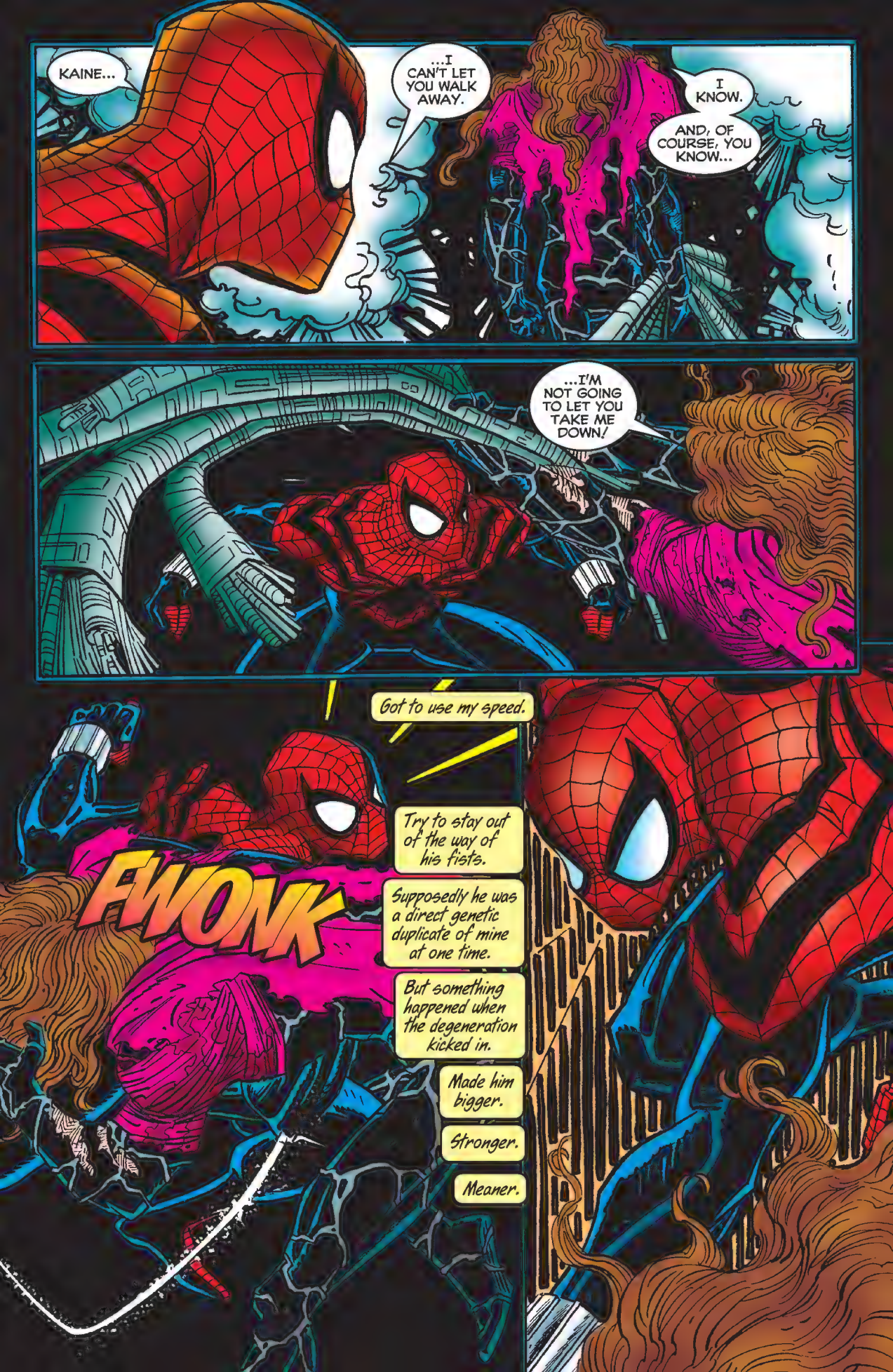
YOU'VE NEVER BEEN MORE CORRECT.
THWAP THWAP THWAP THWAP
THE GAME ENDS HERE AND NOW...
...AND SO DO YOU.
THIS DOESN'T CONCERN YOU, SPIDER-MAN.
OH? BUT IT DOES.
EVERY LIFE YOU TAKE... EVERY THING YOU DO... CONCERNS ME.
YOU ARE FROM MY GENETIC STOCK AND I CAN'T STAND ASIDE AND LET YOU CONTINUE YOUR SENSELESS RAMPAGE.
SUIT YOURSELF.
I SUPPOSE WE WERE PREDESTINED TO COME TO BLOWS.
RRRIP
YUP. MIGHT AS WELL GET IT OVER WITH --
THE ROOF TOP? IT OPENED UP... WE'RE...
FWOSK

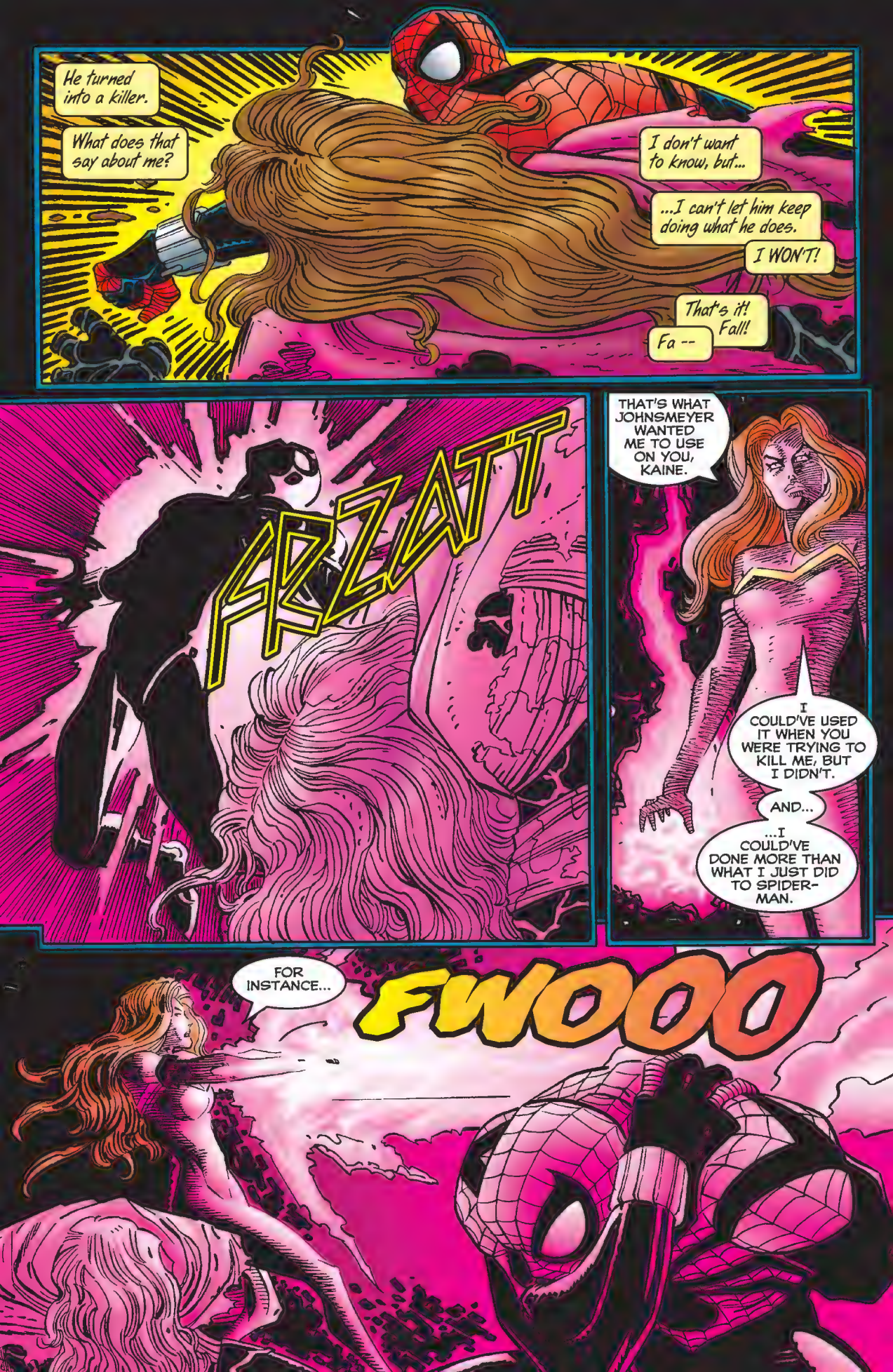

...FALLING!
KAINE! GRAB ON TO MUSE.
TRYING TO...BUT... CAN'T REACH... HER.
NOW I WOULDN'T BE WORKING MYSELF UP TO AN UPROAR, LADDIES.
THIS LADY IS MORE THAN CAPABLE OF TAKING CARE OF HERSELF.
EXCELLENT! YOU ARE ALL THREE HERE. NOW THE WAGERING CAN BEGIN IN EARNEST.
I ALREADY TOLD YOU, JOHNSMEYER...
...I'LL PLAY NO PART IN YOUR GAME.
BUT YOU ALREADY HAVE, KAINE.
YOU AND SPIDER-MAN HAVE BEEN PART OF THE WAGERING FROM THE MOMENT YOU LAID EYES UPON ME.
THE ONLY DIFFERENCE IS THAT NOW I'M GIVING YOU THE CHANCE TO PARTICIPATE IN EARNEST AND COLLECT THE REWARDS OF YOUR LABORS.
I'M AFFORDING YOU THE CHANCE TO PARTAKE WITHOUT CONTINUING TO BE DUPED BY MY TOP PLAYER.
DON'T, Mr JOHNSMEYER. I'M DONE. I DON'T WANT ANY PART OF --
WHAT'S THIS? A CHANGE OF HEART FROM THE COLDEST, MOST MERCENARY PLAYER TO COME OUT OF MY STABLES?
PLEASE DON'T TELL ME IT'S BECAUSE OF HIM... BECAUSE OF THE KISS? THAT WAS NOT PART OF OUR DEAL, MUSE!

DEAL?
YOU WERE IN ON THIS ALL ALONG?
YOU *LIED*... BETRAYED ME!
YOU WERE NEVER EVEN REALLY *INJURED!*
I'LL KILL YOU.
NO, KAINE... YOU WON'T. JUST CALM DOWN AND--
FWAK
SHUT UP!
IT'S HAPPENING JUST AS I SAW IT BACK ON THE ROOF.
I TRUSTED YOU... BELIEVED IN YOU...AND NOW YOU'RE MAKING ME DO *THIS*.
KAINE, YOU'VE GOT TO LISTEN TO ME, I --
NO! NO MORE LIES.

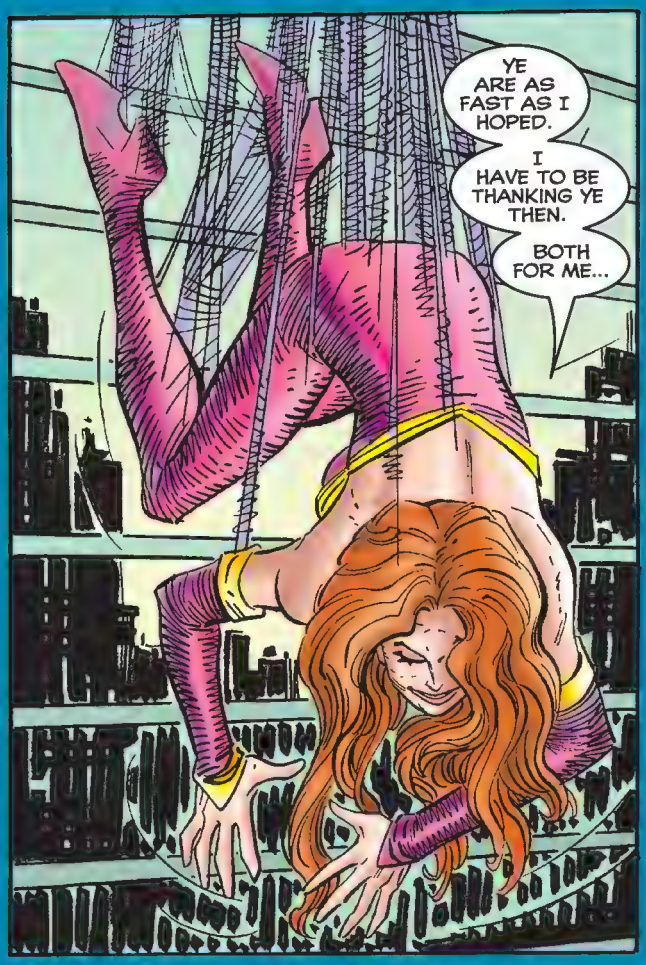

KAINE... YOU DON'T HAVE TO DO THIS. YOU DON'T HAVE TO KILL HER.
I DO.
I LET HER INTO WHAT PASSES FOR MY LIFE AND SHE BETRAYED ME...
...JUST LIKE KENNEDY.
DOUBLE MY BET IF HE SUCCEEDS.
I'LL TAKE THAT, BUT ONLY IF HE SCARS HER AS WELL.
I SHOULD HAVE KNOWN.
FROM THE MOMENT I HAD THE PRE-MONITION...
...I NEVER REALLY HAD A CHOICE.
THE GLIMPSES INTO THE FUTURE THAT TEAR THROUGH MY HEAD ALWAYS HAPPEN. *THIS* HAD TO HAPPEN.
NO...IT... *DOESN'T!*
YOU HAVE THE POWER TO CHANGE IT.
YOU CAN MAKE A *CHOICE*... RIGHT HERE... RIGHT NOW!


YOU CAN LET HER LIVE!
I CAN'T HOLD YOU BACK, KAINE...
...IT'S UP TO YOU.
AND IF THERE'S ANY PART OF ME LEFT INSIDE OF YOU...
...YOU'LL DO THE RIGHT THING.
YOU'RE RIGHT.
I'VE SAID I WON'T BE USED BY ANYONE ANYMORE!
AND I MEANT IT.
THAT INCLUDES MY PREMONITIONS...
...AND IT DEFINITELY INCLUDES YOU, JOHNSMEYER!
THIS GAME IS OVER. BUT...
...KNOW, THAT FROM THIS DAY FORWARD I'M BRINGING THE GAME TO ALL OF YOU.
I'M GOING TO HUNT YOU DOWN, MAKE YOUR LIVES AS MISERABLE AS MY OWN...
...AND YOU CAN BET ON THAT!


KAINE...
...I CAN'T LET YOU WALK AWAY.
I KNOW.
AND, OF COURSE, YOU KNOW...
...I'M NOT GOING TO LET YOU TAKE ME DOWN!
Got to use my speed.
Try to stay out of the way of his fists.
Supposedly he was a direct genetic duplicate of mine at one time.
But something happened when the degeneration kicked in.
Made him bigger.
Stronger.
Meaner.
FWOOK

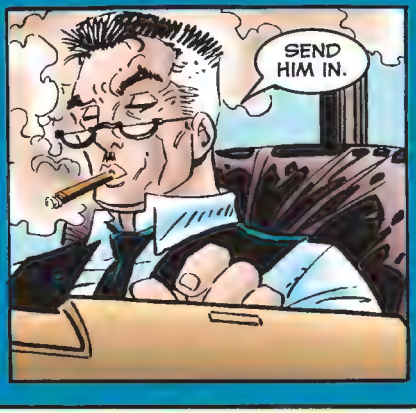

He turned into a killer.
What does that say about me?
I don't want to know, but...
...I can't let him keep doing what he does.
I WON'T!
That's it! Fall!
Fa --
FRZATT
THAT'S WHAT JOHNSMEYER WANTED ME TO USE ON YOU, KAINE.
I COULD'VE USED IT WHEN YOU WERE TRYING TO KILL ME, BUT I DIDN'T.
AND...
...I COULD'VE DONE MORE THAN WHAT I JUST DID TO SPIDER-MAN.
FOR INSTANCE...
FWOOO

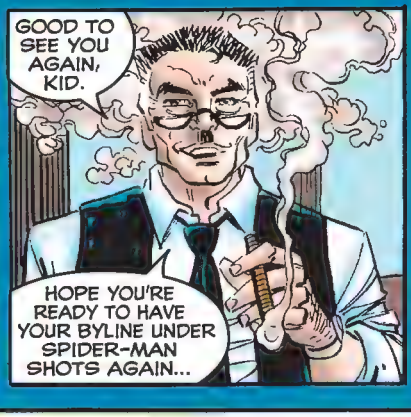
I DON'T HAVE COMPLETE CONTROL OVER THIS CONCUSSIVE ELEMENT OF MY POWERS.
I PREFER NOT TO DIRECT THEM AT PEOPLE UNLESS ABSOLUTELY NECESSARY.
ANYWAY...
...I'M SORRY, KAINE.
I NEVER WANTED ANY OF THIS TO HAPPEN.
AND I CERTAINLY DIDN'T WANT TO FALL IN LOVE WITH YE...
...BUT I DID.
HOPEFULLY, WHAT I'M ABOUT TO DO WILL CONVINCE YE OF THAT.
AND THEN MAYBE WE CAN GET TOGETHER AGAIN SOMETIME.
GOOD-BYE.
SPIDER-MAN, I SURE HOPE YOU'RE AS GOOD AND FAST AS I THINK YOU ARE...
...OTHERWISE I'M GOING TO BE MAKING AN AWFUL MESS DOWN THERE.
NO.
Why does this always happen to me?
Pushing me to the limit?
Testing my reflexes?
Why can't it ever just end easy?
THWIP


YE ARE AS FAST AS I HOPED.
I HAVE TO BE THANKING YE THEN.
BOTH FOR ME...

...AND FOR KAINE.
HE'S GONE.

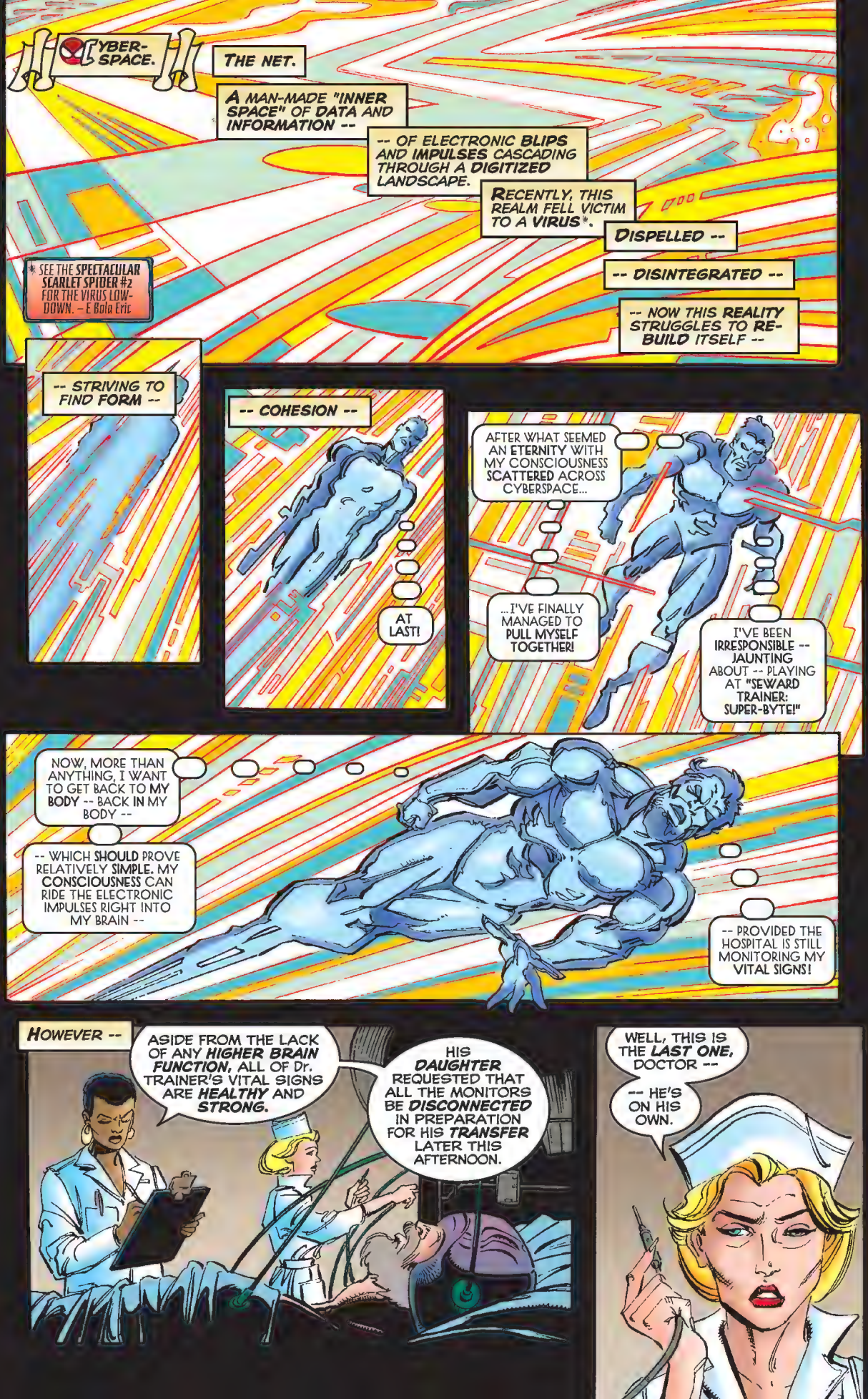
THE NEXT DAY...
Mr. JAMESON, YOUR 11 O'CLOCK IS HERE.


SEND HIM IN.


GOOD TO SEE YOU AGAIN, KID.
HOPE YOU'RE READY TO HAVE YOUR BYLINE UNDER SPIDER-MAN SHOTS AGAIN...

...Mr. PETER PARKER!
I'M READY, JONAH!
I'M JUST GLAD THE BUGLE IS FOOTING THE BILL.
NOW IF YOU COULD PUT OUT THE CIGAR... MARY JANE AND I WOULD RATHER THE BABY NOT BE SUBJECTED TO THE SMOKE.

THE SPECTACULAR
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MAR • 232
MARVEL SPIDER-MAN GROUP
DOCTOR OCTOPUS..
..ARMED AND DANGEROUS!


CYBER-SPACE.
THE NET.
A MAN-MADE "INNER SPACE" OF DATA AND INFORMATION --
-- OF ELECTRONIC BLIPS AND IMPULSES CASCADING THROUGH A DIGITIZED LANDSCAPE.
RECENTLY, THIS REALM FELL VICTIM TO A VIRUS*.
DISPELLED --
-- DISINTEGRATED --
-- NOW THIS REALITY STRUGGLES TO RE-BUILD ITSELF --
* SEE THE SPECTACULAR SCARLET SPIDER #2 FOR THE VIRUS LOW-DOWN. – E Bala Eric
-- STRIVING TO FIND FORM --
-- COHESION --
AT LAST!
AFTER WHAT SEEMED AN ETERNITY WITH MY CONSCIOUSNESS SCATTERED ACROSS CYBERSPACE...
...I'VE FINALLY MANAGED TO PULL MYSELF TOGETHER!
I'VE BEEN IRRESPONSIBLE -- JAUNTING ABOUT -- PLAYING AT "SEWARD TRAINER: SUPER-BYTE!"
NOW, MORE THAN ANYTHING, I WANT TO GET BACK TO MY BODY -- BACK IN MY BODY --
-- WHICH SHOULD PROVE RELATIVELY SIMPLE. MY CONSCIOUSNESS CAN RIDE THE ELECTRONIC IMPULSES RIGHT INTO MY BRAIN --
-- PROVIDED THE HOSPITAL IS STILL MONITORING MY VITAL SIGNS!
HOWEVER --
ASIDE FROM THE LACK OF ANY HIGHER BRAIN FUNCTION, ALL OF Dr. TRAINER'S VITAL SIGNS ARE HEALTHY AND STRONG.
HIS DAUGHTER REQUESTED THAT ALL THE MONITORS BE DISCONNECTED IN PREPARATION FOR HIS TRANSFER LATER THIS AFTERNOON.
WELL, THIS IS THE LAST ONE, DOCTOR --
-- HE'S ON HIS OWN.

MEANWHILE, FOR OUR HERO, THE LACKADAISICAL LUXURY OF AN AFTERNOON OFF IS ABOUT TO BE INTERRUPTED BY --
NOK NOK
His given name is Peter Parker. While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself Ben Reilly, and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!
Stan Lee presents:
THE SPECTACULAR SPIDER-MAN!
OMIGOD!
MARY JANE AND PETER!
I... I...
A SHOW OF FORCE
or CLONES, BONES and DOC OCK!
A tale of fights and farcical fun by
TODD DEZAGO Words
SAL BUSCEMA Pictures
JIMMY PALMIOTTI Finishes
RICHARD STARKINGS AND COMICRAFT Lettering
CHI Colors
MALIBU Color Seps
ERIC FEIN Edits
BOB BUDIANSKY More edits
BOB HARRAS Chief edits

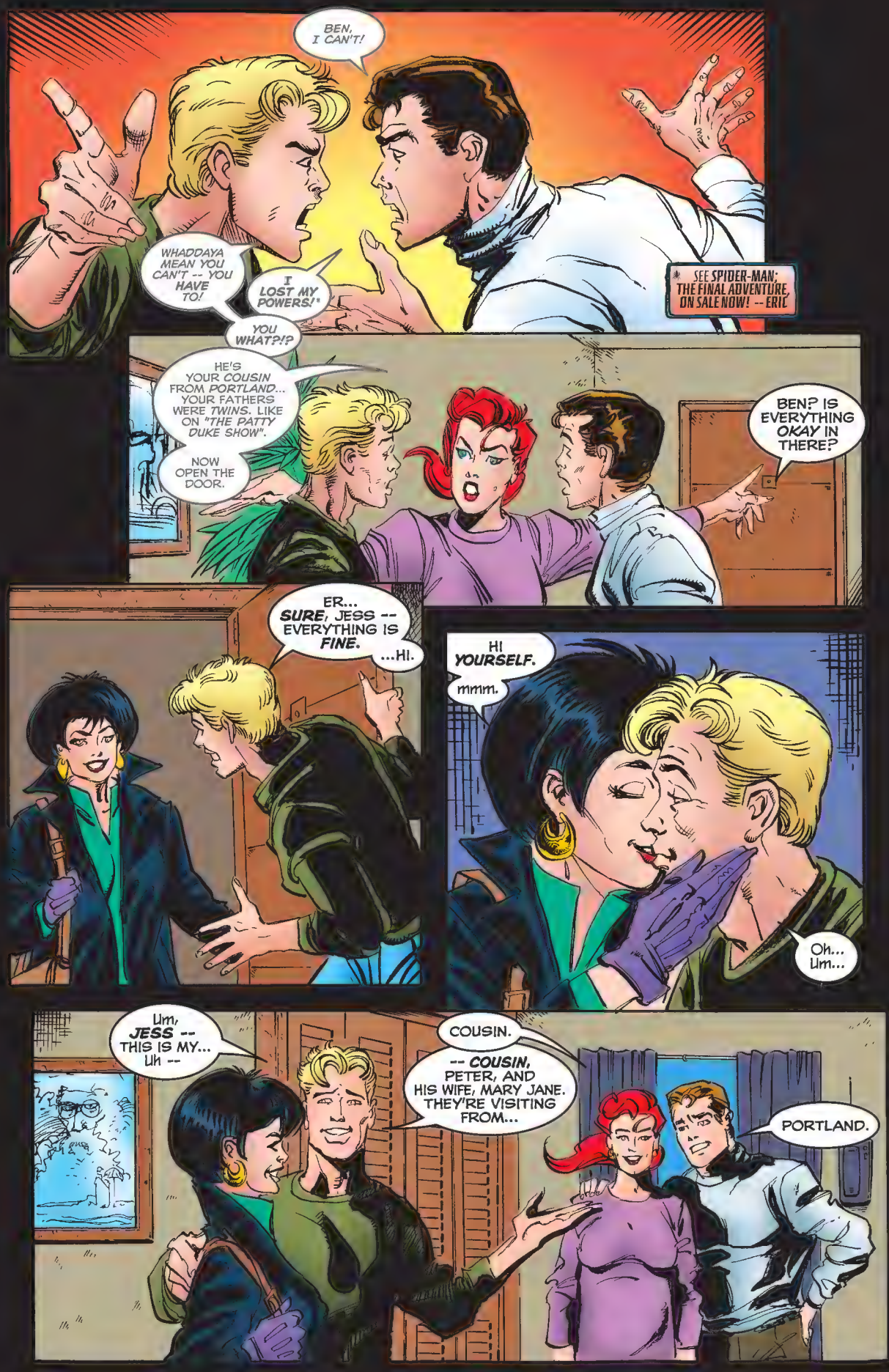
Oh, IT'S SO GOOD TO SEE YOU! WE'VE MISSED YOU!
I'VE MISSED YOU GUYS, TOO!
YOU'RE LOOKING GOOD, MAN.
YOU TOO, "BRO."
NOT THAT I'M NOT HAPPY TO SEE YOU, BUT --
-- WHAT ARE YOU DOING HERE?
SO, WE'RE HERE ON THE BUGLE'S TAB! ALL EXPENSES PAID! AND SUDDENLY JONAH'S VERY GENEROUS! SO WE FIGURED, WHY NOT?! --
IT'S FUNNY, REALLY...
EVER SINCE THIS SKELETON STORY SURFACED*, JAMESON'S BEEN OUT OF HIS MIND!
HE'S RABID FOR IT! HE CALLED US IN PORTLAND --
-- BESIDES... I'M PRETTY CURIOUS ABOUT THIS SPIDER-SKELETON MYSELF...
...NICE HAIR, BY THE WAY!
-- HE SAID, "PARKER -- IF THERE'S ANYONE WHO CAN GET ME SOME INCRIMINATING SHOTS OF THAT SKELETON AND THAT BLASTED SPIDER, IT'S YOU!"
* SEE SPIDER-MAN #66 AND SUBSEQUENT ISSUES OF THE SPIDER-BOOKS. -- EXTRAPOLATING ERIC

HEY --
-- I DIDN'T WANT TO BE MISTAKEN FOR YOU!
WELL, IF YOU WANT A FEMALE OPINION, I THINK IT LOOKS GREAT --
-- AND DESPITE THE FACT THAT YOU OBVIOUSLY SHARE PETER'S SENSE FOR DECORATING -- YOU'VE DONE A REALLY NICE JOB ON THE APARTMENT!
ALTHOUGH, YOU COULD HAVE FOUND A PLACE WITH A BETTER VIEW..!
YEAH -- THAT'S JUST AN AIRSHAFT -- FOR VENTILATION --
-- IT GOES UP TO THE ROOF!
AN AIRSHAFT..?
COOL.

SO, HOW ARE YOU DOING, MJ?
WELL, THE DOCTOR SAYS I'M DOING FINE.
I'VE HAD A COUPLE OF ROCKY DAYS, BUT NOTHING MAJOR...
SO, BEN -- ASSUMING JONAH'S MAKING A MOUNTAIN OUT OF A MOLEMAN, AS USUAL --
-- WHAT DO YOU KNOW ABOUT THIS SKELETON?
WELL -- NOT MUCH...
...ONLY THIS.
Oh, WHAT'S THAT?
THE SKELETON.

WHAT?!
OMIGOD! JONAH WAS RIGHT!
YOU DID STEAL THE SKELETON!
I HAD TO!
IT WAS FOUND IN THE SAME SMOKE-STACK THAT THE JACKAL SUPPOSEDLY PULLED ME OUT OF FIVE YEARS AGO.
IT COULD BE MY ORIGINAL CLONE, OR ANOTHER OF THE JACKAL'S CLONES, OR WHATEVER...
SO I TOOK IT TO TEST IT -- TO FIND OUT WHAT IT REALLY IS --
-- AND IF YOU WERE IN MY SPIDER-SUIT, I THINK YOU WOULD HAVE DONE THE SAME THING.
HE'S RIGHT.
YOU WOULD HAVE.
OF COURSE, NOW THAT WE HAVE IT, I'M NOT SO SURE HOW TO DO THAT!
WE CAN'T GO BACK TO SEWARD TRAINER, WHO ORIGINALLY HELPED US RUN THE TESTS ON OURSELVES THAT DETERMINED YOU WERE A CLONE OF ME.*
HE'S STILL IN A COMA.
Y'KNOW, THIS RAISES SOME OTHER QUESTIONS; LIKE, IF THIS DOES TURN OUT TO BE THE ORIGINAL CLONE...
...WHAT DOES THAT MAKE M --
* AS SEEN IN THE CLASSIC SPECTACULAR SPIDER-MAN #226 --ERIC

BING BONG BING BONG
BEN?
HUH?!
OMIGOSH!
I GOT SO SKETCHED WHEN YOU GUYS SHOWED UP, I FORGOT ALL ABOUT MY DATE WITH JESSICA!
SLAP
QUICK! WE GOTTA GET THIS OUTTA HERE!
ER... Uhm... YEAH, JESS -- I'LL... Um...
...I'LL BE RIGHT THERE!
BEN, STOP PULLING! WE GOTTA ZIP IT FIRST!
RATTLE RATTLE
PETER, DON'T --
I'LL PUT THIS BACK IN THE CL-
-DOH!-
PETE, JESSICA CAN'T SEE YOU -- WE LOOK EXACTLY ALIKE! SHE'LL TIP TO THE WHOLE THING! --
CLIMB OUT THE WINDOW AND HIDE IN THE AIRSHAFT!


BEN, I CAN'T!
WHADDAYA MEAN YOU CAN'T -- YOU HAVE TO!
I LOST MY POWERS!"
YOU WHAT?!?
HE'S YOUR COUSIN FROM PORTLAND... YOUR FATHERS WERE TWINS. LIKE ON "THE PATTY DUKE SHOW".
NOW OPEN THE DOOR.
SEE SPIDER-MAN: THE FINAL ADVENTURE, ON SALE NOW! -- ERIC
BEN? IS EVERYTHING OKAY IN THERE?
ER... SURE, JESS -- EVERYTHING IS FINE.
...HI.
HI YOURSELF.
mmm.
Oh... Um...
Um, JESS -- THIS IS MY... Uh --
COUSIN.
-- COUSIN, PETER, AND HIS WIFE, MARY JANE. THEY'RE VISITING FROM...
PORTLAND.

MY GOD! THE RESEMBLANCE IS AMAZING! YOU GUYS ARE PRACTICALLY IDENTICAL!
PSST.
Huh?
WELL, OUR FATHERS WERE... Um... TWINS, AND... Uh...
... DID YOU EVER SEE "THE PATTY DUKE SHOW"?
Oh, THAT'S GREAT! --
-- JUST GREAT.
WHAT DO I DO NOW? I CAN'T LET JESS SEE THE--
BEN -- HOW COME YOU NEVER TOLD ME THAT YOU HAD AN IDENTICAL COUSIN?
I DUNNO. I GUESS IT'S NOT THE SORTA THING THAT COMES UP IN PASSING CONVERSATION...
... Y'KNOW, LIKE, "HI, MY NAME IS BEN AND MY COUSIN PETER LOOKS JUST LIKE ME AND --"
PUNT
SKITTR
WHAT WAS THAT?
WHAT WAS WHAT?
I THOUGHT I JUST SAW SOMETHING GO UNDER THE --
SO -- JESS... BEN TELLS US YOU'RE A... Uh...
PHOTOGRAPHER!
... PHOTOGRAPHER! I USED TO DO A LITTLE PHOTOGRAPHY MYSELF! WHAT KIND OF CAMERA DO YOU --

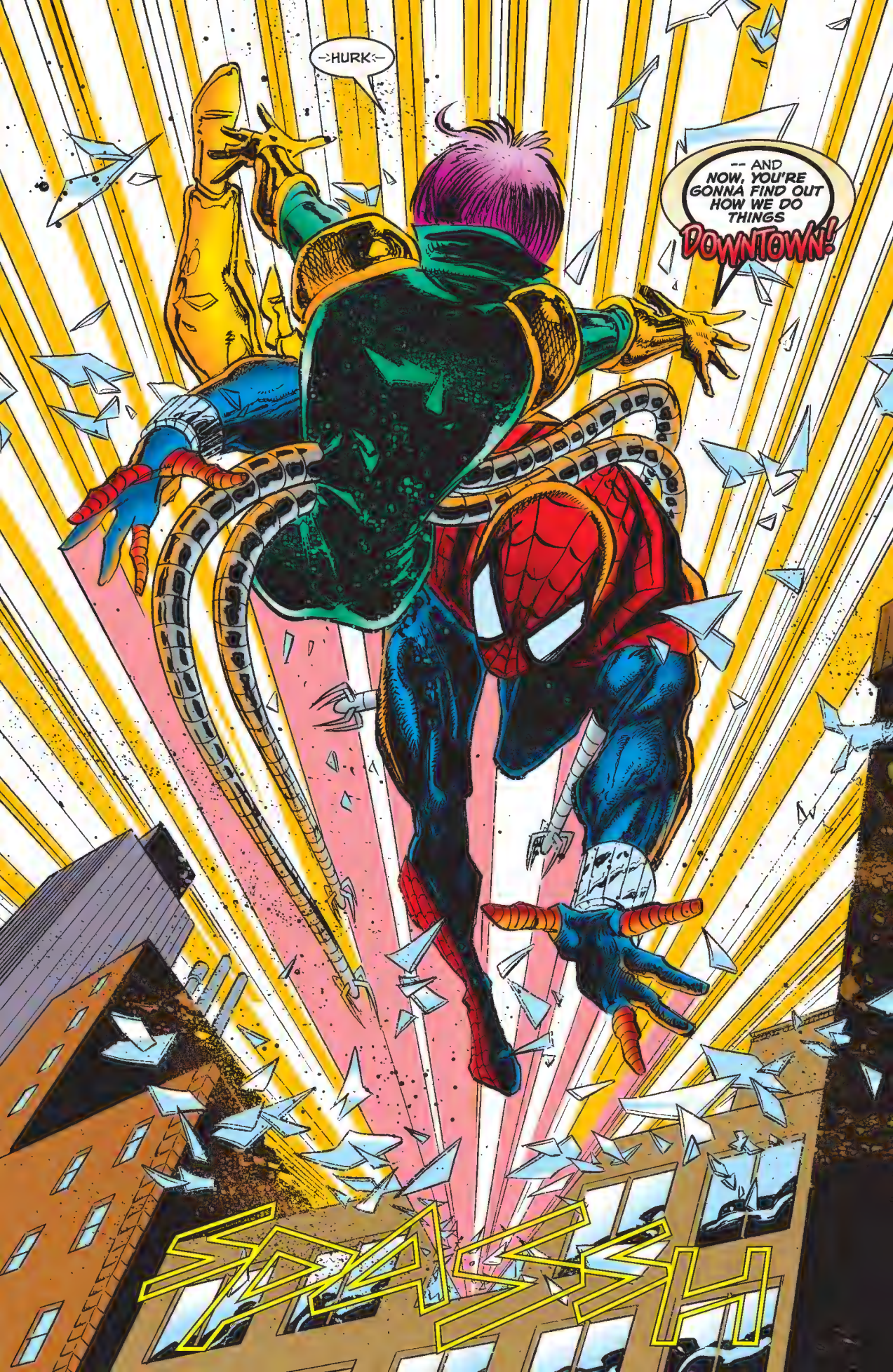
C'MON, HURRY UP! GET-IT-GET-IT GET-IT-GET-IT!
I'M TRYING! IT'S WAY BACK THERE! Umh -- I ALMOST --
THIS WHOLE THING IS INSANE! I MEAN, WHAT ELSE CAN GO WR --
BEN!
SEWARD..?!
THANK GOD I WAS FINALLY ABLE TO LOCATE YOU, LAD--
-- I'M IN DIRE STRAITS, AND I NEED YOUR HELP! IT'S TAKEN ME ALL THIS TIME TO RECOVER FROM "OUR" VIRUS --
-- BUT WHEN I ATTEMPTED TO RETURN TO MY BODY -- TO RE-ENTER IT USING THE HOSPITAL MONITORS AS AN ELECTRICAL CONDUIT --
-- I FOUND THAT I COULDN'T! I'D BEEN DISCONNECTED!
AND IT NOW APPEARS THAT, EVEN AS WE SPEAK, MY DAUGHTER, CAROLYN IS TRYING TO PROCURE MY BODY FROM THE HOSPITAL!
AND I KNOW SHE'S NOT DOING IT TO NURSE ME BACK TO HEALTH!
CAROLYN IS ALIVE?!

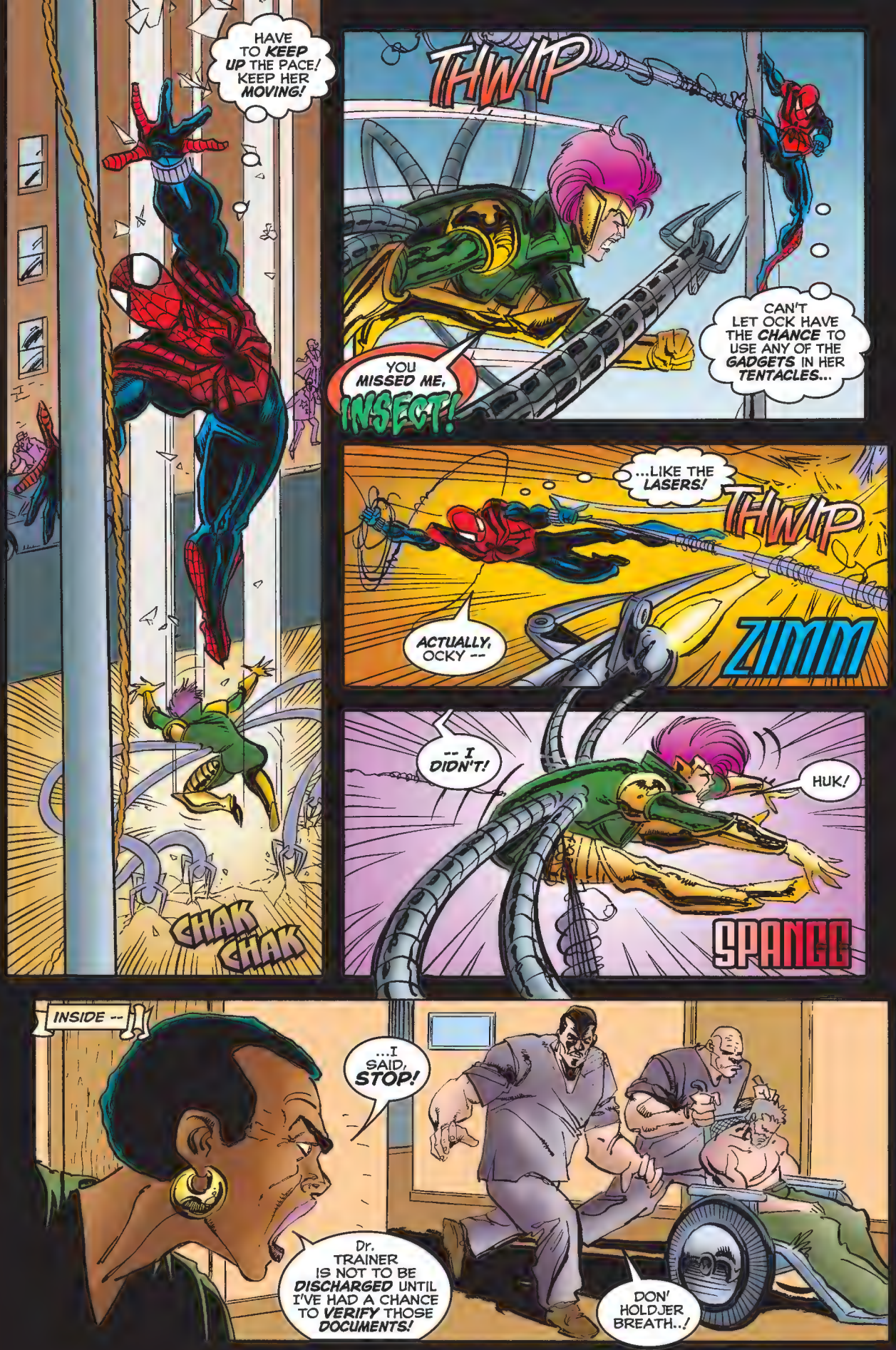
WHAT ARE YOU GUYS WATCHING?
Oh, IT'S... Uh...
--THE WEATHER CHANNEL!
YES, ER...UH, FIVE-DAY FORECAST CALLS FOR UM.. HOT, HAZY, AND HUMID...AND, UM...
HEY, WAIT A MINUTE! THAT'S --
PETER!
-- AREN'T YOU FORGETTING YOUR UNCLE IN THE HOSPITAL?
THAT'S WHY WE'RE IN TOWN. TO VISIT PETER AND BEN'S UNCLE... WHO'S IN THE HOSPITAL.
Oh.
YEAH, JESS, I'M SORRY, BUT I REALLY SHOULD GO WITH THEM --
-- TROPICAL STORM CAROLYN CONTINUES TO HEAD OUR W-OOPS --
CLK
I DIDN'T EVEN KNOW HE WAS IN THE HOSPITAL TILL JUST NOW.
I'D ASK YOU TO COME ALONG, BUT YOU KNOW HOW THE HOSPITALS ONLY LET FAMILY VISIT...
...AND IT WOULD PROBABLY BE PRETTY BORING FOR YOU ANYWAY, WE CAN CATCH THE NEW JAMES BOND MOVIE TONIGHT INSTEAD, IF IT'S OKAY WITH YOU...

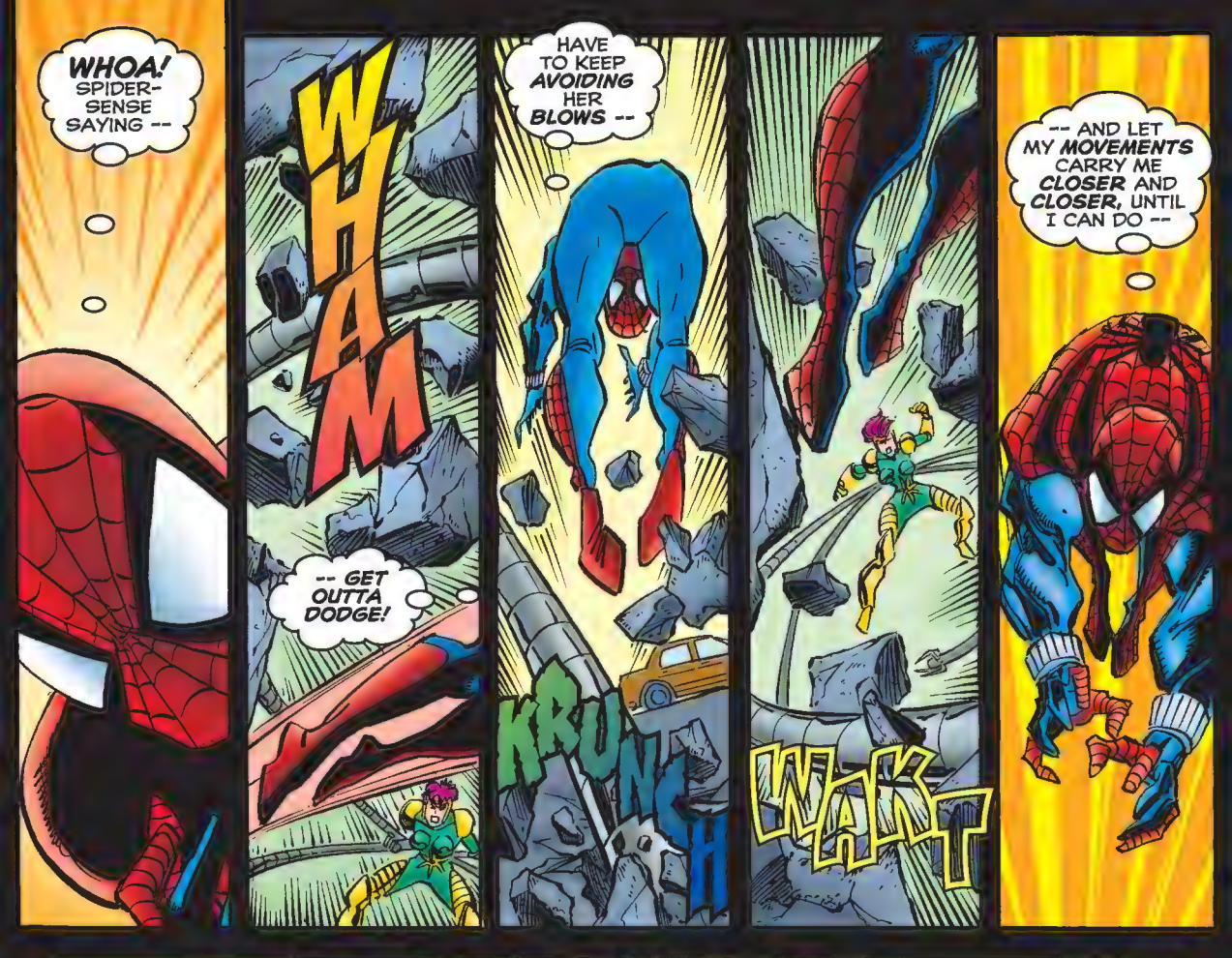
NO PROB, BEN --
-- SWING BY MY PLACE WHEN YOU GET DONE.
SMEK
IT WAS NICE MEETING YOU TWO... BYE.
WHEW! THAT WAS TOO TRIPPY!
LISTEN, WE'LL HAVE TO GET TOGETHER LATER TO FIGURE OUT WHAT TO DO WITH THAT SKELETON! RIGHT NOW --
-- I'VE GOTTA GET DOWN TO THE HOSPITAL --
-- AND STOP DOC OCK FROM MAKING OFF WITH SEWARD'S BODY!
HEY, BEN -- DO YOU WANT ME TO COME AND HELP..? I COULD --
SORRY, MAN --
-- MAYBE WHEN YOU START STICKING TO WALLS AGAIN..!
I'LL CATCH YOU LATER.

SHORTLY...
-- CERTAIN YOU'LL FIND EVERYTHING IN ORDER, Dr. DAVIS --
-- ALL THE LEGAL PAPERWORK, AS WELL AS THE PHYSICIAN'S RELEASE FORM THE HOSPITAL REQUIRES MY FATHER'S NEW DOCTOR TO SIGN.
'SCUSE ME, DOC -- DON'T MEAN TO BE "GRABBY" --
THWAP
THWAP
I'M SURE YOU CAN APPRECIATE THE HOSPITAL'S POSITION, MISS TRAINER --
--IF WE'RE TO TURN Dr. TRAINER'S CARE OVER TO YOU, WE CAN NO LONGER BE RESPONSIBLE FOR --
SPIDER-MAN !?!
-- BUT I HAVE SOME "DOUBTS" AS TO THE..."AUTHENTICITY" OF THESE DOCUMENTS.
I'D HAVE THIS ONE CHECKED OUT. I DON'T THINK THIS Dr. BOMBAY IS EVEN A REAL GUY.

I'D BE MORE APT TO QUESTION YOUR AUTHENTICITY, SPIDER -- CONSIDERING THE HEADLINES IN THE RECENT PAPERS!
Y'KNOW, DOC --
-- I'M SURE THERE MUST BE SOMETHING IN THE HOSPITAL RULEBOOKS THAT PREVENTS THEM FROM TURNING A PATIENT OVER TO A KNOWN FELON --
-- LIKE DOCTOR OCTOPUS!
SSK
RIIIP
ENOUGH! ENOUGH OF YOUR MEDDLING!
HAVE YOU ANY IDEA HOW LONG IT TOOK ME TO RECOVER FROM THE LAST TIME YOU INTERFERED?! *
* OCK SUFFERED NEARLY FATAL ELECTROCUTION IN SPECTACULAR SPIDER-MAN #2 – ElectroEric.
THAT'S ALL I NEEDED!
I WAS WAITING FOR YOU TO POP YOUR CLAWS --

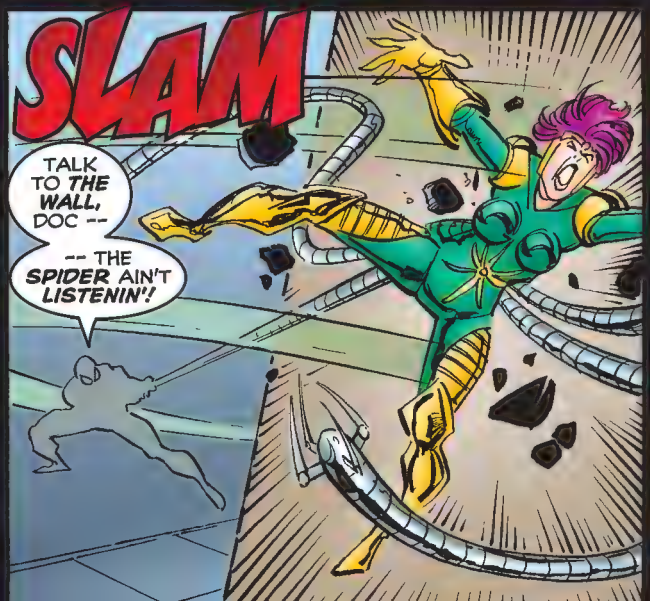

HURK
-- AND NOW, YOU'RE GONNA FIND OUT HOW WE DO THINGS DOWNTOWN!
SPLASH


HAVE TO KEEP UP THE PACE! KEEP HER MOVING!
CHAK CHAK
THWIP
YOU MISSED ME, INSECT!
CAN'T LET OCK HAVE THE CHANCE TO USE ANY OF THE GADGETS IN HER TENTACLES...
...LIKE THE LASERS!
THWIP
ZIMM
ACTUALLY, OCKY --
-- I DIDN'T!
HUK!
SPANGG
INSIDE --
...I SAID, STOP!
Dr. TRAINER IS NOT TO BE DISCHARGED UNTIL I'VE HAD A CHANCE TO VERIFY THOSE DOCUMENTS!
DON' HOLDJER BREATH..!

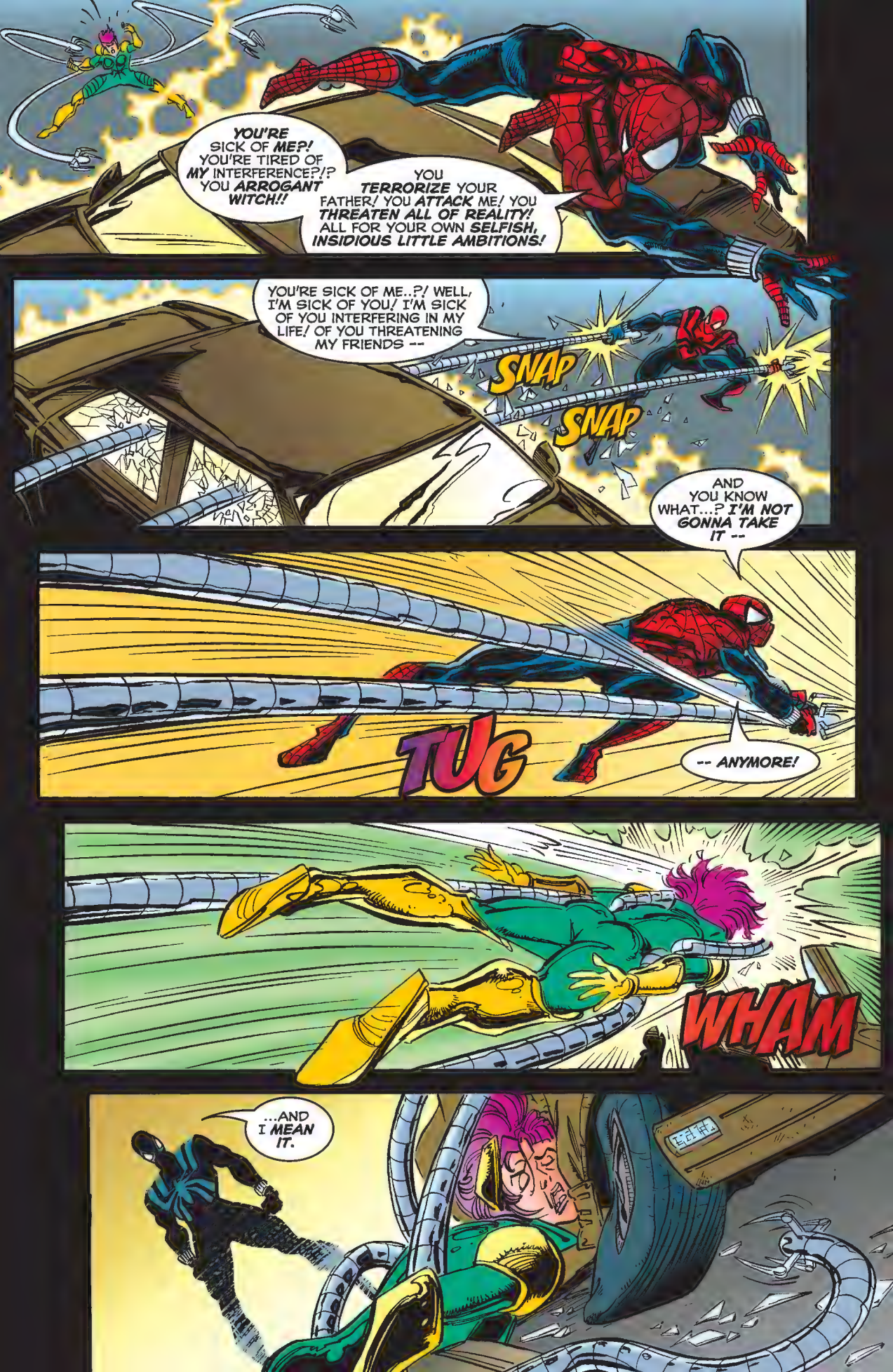

WHOA! SPIDER-SENSE SAYING --
WHAM
-- GET OUTTA DODGE!
HAVE TO KEEP AVOIDING HER BLOWS --
KRUNCH
WAKT
-- AND LET MY MOVEMENTS CARRY ME CLOSER AND CLOSER, UNTIL I CAN DO --

HAVE YOU FORGOTTEN ABOUT MY FORCE-FIELD?
UNGH!... ACTUALLY, NO... I WAS HOPING YOU HAD FORGOTTEN ABOUT YOUR FORCE-FIELD...
WUNK

I'M SICK OF YOU INTERFERING IN MY AFFAIRS, SPIDER! I'M SICK OF --


SLAM
TALK TO THE WALL, DOC --
-- THE SPIDER AIN'T LISTENIN'!

NURSE! CALL SECURITY... AND THE POLICE!
ALERT THEM THAT ONE OF OUR PATIENTS IS BEING ABDUCTED!
IF I CAN BIND UP DOC'S ARMS BEFORE SHE COMES AROU-
THWAP
THWIP
SPWAK
I'LL HAVE YOU OUT OF MY LIFE --
-- EVEN IF YOU HAVE TO GO IN A BODY BAG!
THWUNK
THUNCH
THAT'S IT!
I'VE HAD IT!


YOU'RE SICK OF ME?! YOU'RE TIRED OF MY INTERFERENCE?/? YOU ARROGANT WITCH!!
YOU TERRORIZE YOUR FATHER! YOU ATTACK ME! YOU THREATEN ALL OF REALITY! ALL FOR YOUR OWN SELFISH, INSIDIOUS LITTLE AMBITIONS!
YOU'RE SICK OF ME..?/ WELL, I'M SICK OF YOU! I'M SICK OF YOU INTERFERING IN MY LIFE! OF YOU THREATENING MY FRIENDS --
SNAP
SNAP
AND YOU KNOW WHAT...? I'M NOT GONNA TAKE IT --
TUG
-- ANYMORE!
WHAM
...AND I MEAN IT.

LATER...
WELL, THAT'S THAT.
OCK WON'T BOTHER YOU IF SHE'S DOING TIME IN JAIL --
-- AND CAROLYN WON'T BE ABLE TO SPEAK FOR YOU IF YOU'RE ABLE TO SPEAK FOR YOURSELF!
THANK YOU, BEN -- FOR EVERYTHING!
PROTECTING ME FROM CAROLYN, ATTACHING THE MONITORS ONCE AGAIN, ALLOWING ME TO GET BACK INTO MY BODY...
"...AND, OF COURSE, FOR GETTING MY BODY BACK..!"
A MINOR INCONVENIENCE. BELIEVE ME, SEWARD. I'M GLAD YOU'RE BACK! YOU HAD ME SWEATIN' IT THERE FOR A WHILE...
I'M GLAD I WAS MISSED.
LISTEN, I CAN'T STAY WITH ALL THESE COPS HANGING AROUND -- THE HOSPITAL'S THICK WITH THEM! I'M A WANTED CRIMINAL AGAIN, Y'KNOW?
I'LL BE BACK TO SEE YOU LATER, WEARING SOMETHING A LITTLE LESS... CONSPICUOUS.
TAKE IT EASY. I'LL SEE YA LATER!

AND LATER --
-- AS A "CLEANED UP" BEN REILLY ARRIVES AT JESSICA'S APARTMENT...
BZZZT
IT'S ME.
BUGLE
COME ON UP, IT'S OPEN!
WELL, Mr. REILLY, THIS DAY LOOKS LIKE IT MIGHT TURN OUT OKAY AFTER ALL!
AFTER THE NEAR-FIASCO IN MY APARTMENT THIS AFTERNOON, AND MY BATTLE WITH DOC OCK AT THE HOSPITAL --
-- I'M ACTUALLY GOING TO BE ABLE TO END IT WITH A DATE WITH A BEAUTIFUL GIRL!
I'M HERE! I BROUGHT THE PAPER SO WE COULD CHECK THE MOVIE TIMES!
I'LL BE DONE IN A MINUTE! WAIT FOR THE LIGHT!
OKAY... YOU CAN COME IN NOW!
HEY -- HOW YA...
...DOIN'?

HIYA, BEN --
-- I'LL BE WITH YOU IN A SECOND -- I JUST WANT TO HANG THIS LAST ONE UP...
THERE IS A DIM HUM IN THE BACK OF HIS HEAD --
-- AN UNCOMFORTABLE FEELING THAT HE CAN'T WRAP HIS THOUGHTS AROUND --
THE SLIGHTEST TWINGE OF SOMETHING THAT MIGHT HAVE BEEN HIS SPIDER-SENSE --
-- BUT IT WAS THERE --
-- AND THEN GONE --
-- AND HE DOESN'T KNOW WHY...

THE SENSATIONAL
SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
APR • 3
MARVEL SPIDER-MAN GROUP
WEB OF CARNAGE PART 1 OF 4
THE SECRET OF THE SKELETON

His given name is **Peter Parker.** While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly,** and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility! STAN LEE PRESENTS:

THE SENSATIONAL SPIDER-MAN

I'd always heard that expression about looking like a deer frozen in the headlights.
Never figured I'd play the starring role of the deer --
-- Until NOW.
DAILY BUGLE
SPIDER-MAN
STEALS SKELETON FROM MORGUE!
DID HE MURDER THE REAL SPIDER-MAN?

FREEZE, SPIDEY! IF THAT'S WHO YOU REALLY ARE!

COME ON DOWN HERE NICE AND SLOW! WE GOT SOME QUESTIONS TO ASK YOU ABOUT A MISSING SKELETON!

NYPD

Just what I need. I come here to RAVENCROFT to scope out the possibility that CARNAGE might have excaped --

-- And end up tangling with New York's finest!

Chalk up another score for J. Jonah Jameson in his crusade to turn the public against me!

HEADLINES

Gotta move! I can't let these cops catch me now! Not with this bag!

IT'S REALLY NICE OF YOU GUYS TO OFFER ME A WARM COZY CELL ON A COLD NIGHT LIKE THIS --

-- BUT WE'LL HAVE TO DANCE THIS DANCE SOME OTHER TIME, OKAY?

THWIP

THWIP

WEB OF CARNAGE PART 1 OF 4

brought to you by

DAN JURGENS
WRITER & PENCIL ARTIST

KLAUS JANSON
FINISHING INKER

GREGORY WRIGHT
COLORIST

MALIBU'S HUES
SEPARATIONS

RICHARD STARKINGS AND COMICRAFT
LETTERING

BOB BUDIANSKY
EDITOR

BOB HARRAS
ED. IN CHIEF

THWAP

HEY --!

THWAP

GET BACK IN HERE, SPIDER-MAN! ALL THIS UNAUTHORIZED ACTIVITY IS BOUND TO SET OFF THE BUILDING'S AUTOMATIC DEFENSE SYSTEMS!

CAN'T YOU JUST SHUT IF OFF, JAMESON?

NO! IT'S COMPUTER-AUTOMATED!

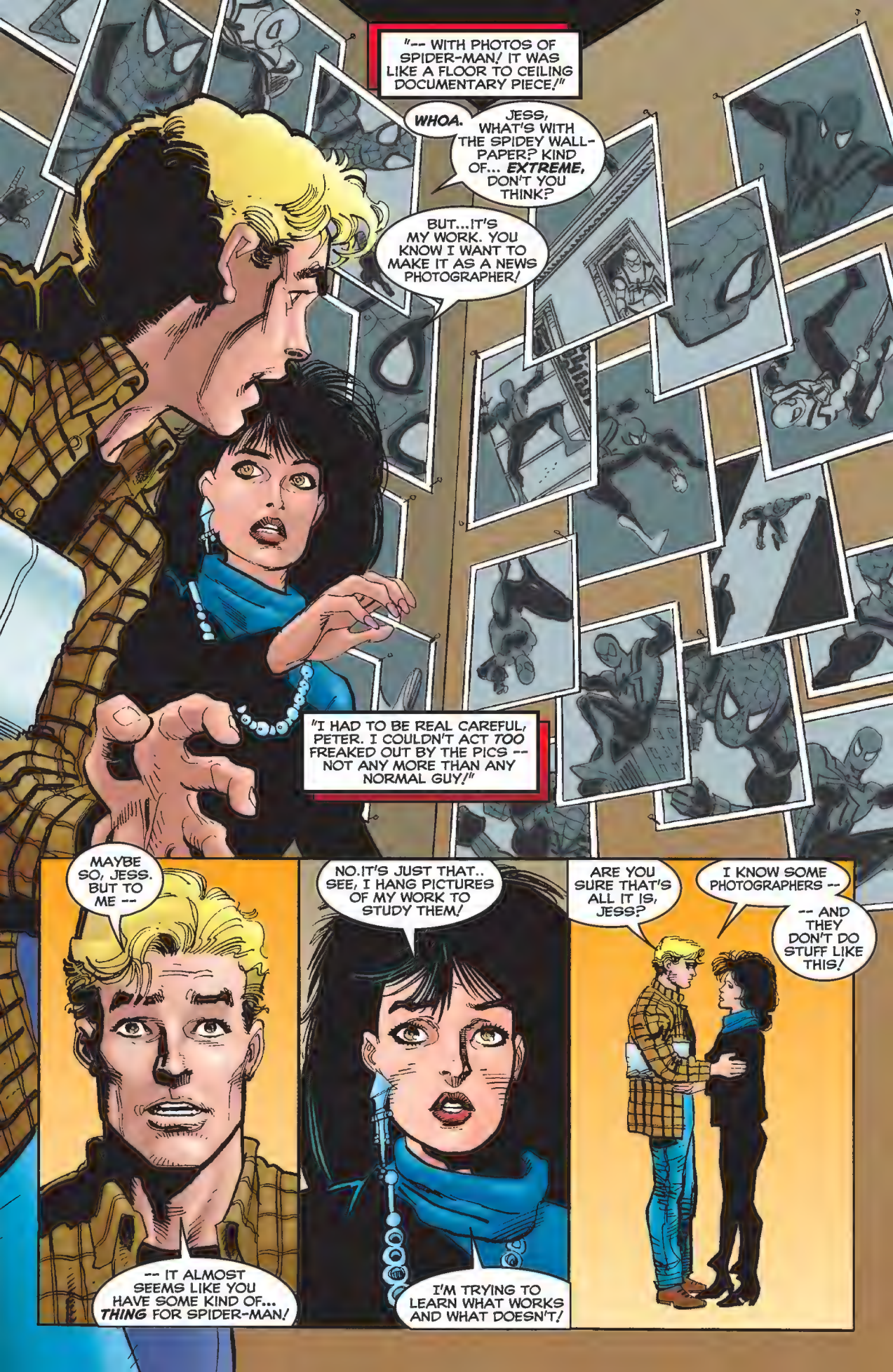
JOHN JAMESON is security chief of Ravencroft, and unlike his old man --

-- A good guy. If he says he can't shut down the system --

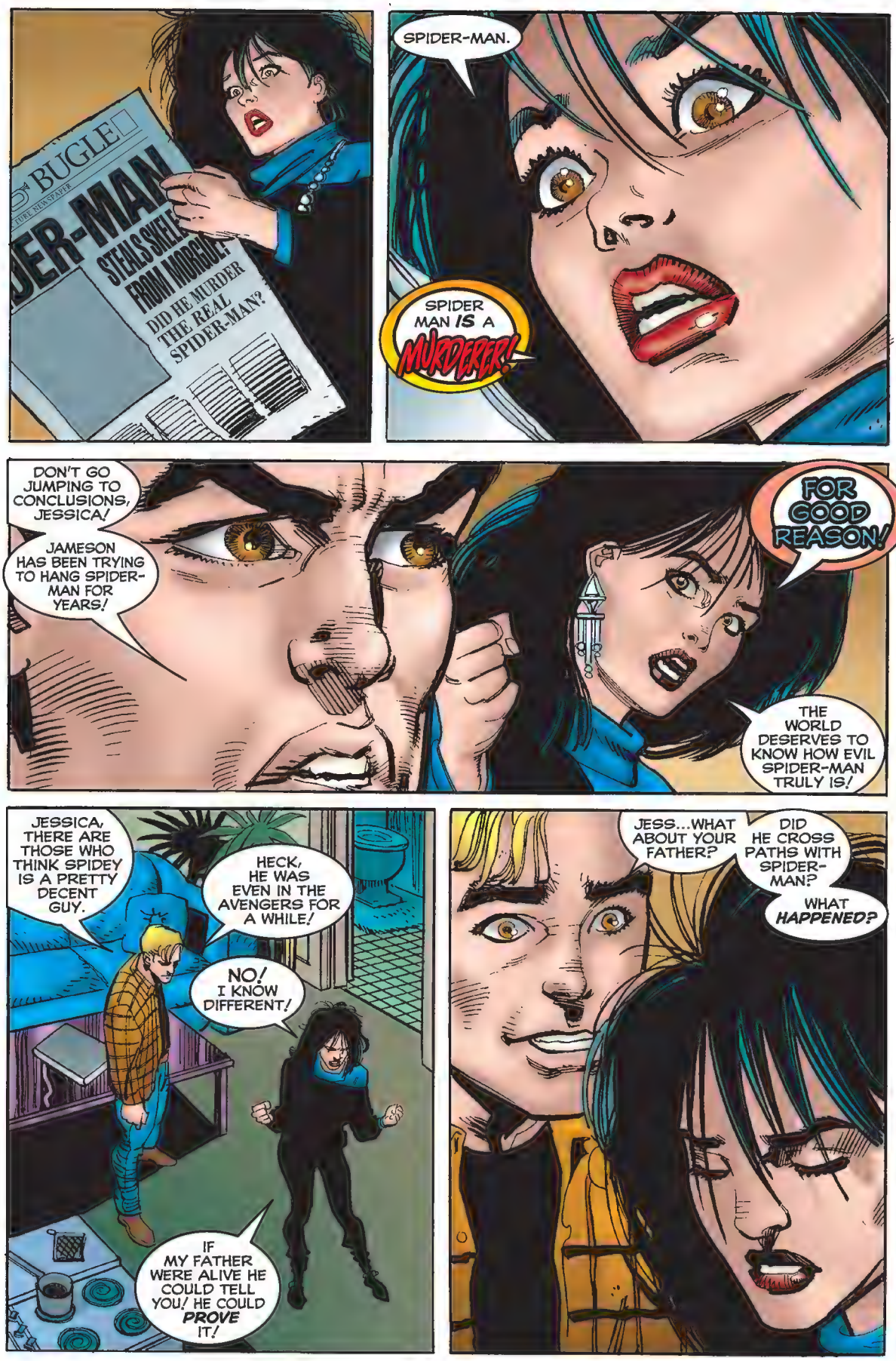
SPEOWWW
--I BETTER HAUL OUTTA HERE!
BZZZZZTTTTT
GET THAT WEAPON CLEANED OUT, ROOKIE! THAT IMPOSTOR MUST BE TRYING TO FREE SOME OF THE INMATES!
IS IT TRUE THAT SOME OF THE WORLD'S MOST DANGEROUS PSYCHOS ARE LOCKED UP HERE?
YEAH! IF ANY ONE OF 'EM GETS OUT, THE WHOLE CITY IS IN TROUBLE!
WHOA! CAN'T LET THIS BAG GET BURNED OPEN --
--OR THERE WILL BE SPIDER BONES SCATTERED ALL OVER THE CITY!
ZZZAKKT
ZZZAKKT
That car!
SCREECH

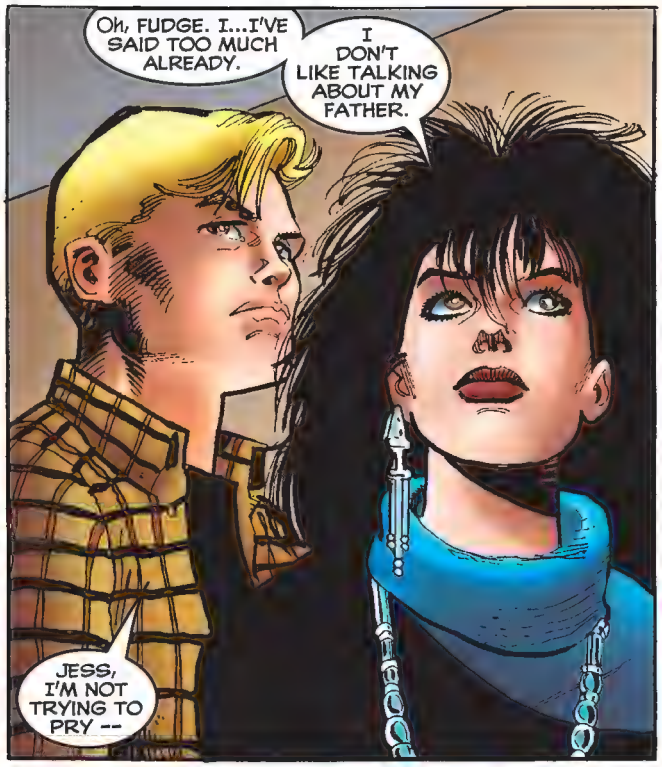
JUMP IN! QUICK!
PETER PARKER!
SINCE WHEN DID YOU JOIN THE RESCUE RANGERS?
SINCE SPIDER-MAN NEEDED THEM! GET IN!
HE'S GETTING AWAY!
YEAH, AND IT'S TOO DARK TO SEE THE LICENSE NUMBER!
ARE YOU IMPLYING YOU DID A BETTER JOB OF WEARING THIS COSTUME THAN I DID?
UH-UH. MY SPIDER-MAN DAYS ARE WAYYY BEHIND ME NOW, BEN.
HECK, YOU KNOW I LOST MY POWERS!
SEE SPIDER-MAN: THE FINAL ADVENTURE #4 -Bob
SORRY. I GUESS I'M KIND OF THIN-SKINNED TONIGHT! I'VE HAD A BAD DAY, YOU KNOW?
-- REALLY --
-- REALLY --
-- BAD!
HOW'D YOU KNOW TO FIND ME AT RAVENCROFT?
EASY! I WAS PRACTICALLY RAISED AT THE DAILY BUGLE, WHERE EVERY REPORTER --

--LEARNS TO MONITOR AN ORDINARY POLICE SCANNER!
SO, ASIDE FROM WRESTLING THE COPS, WHAT ARE YOUR OTHER PROBLEMS?
THERE'S THIS WOMAN I'VE BEEN KIND OF DATING. JESSICA.
I LIKE HER... A LOT. BUT SOMETHING ABOUT HER JUST SEEMS WRONG.
TODAY SHE DID SOMETHING THAT REALLY SPOOKED ME OUT!
LIKE WHAT?
THIS IS JESSICA ON HER SEVENTH BIRTHDAY.
SOMETHING ABOUT THAT MAN IN THE BACKGROUND... HER FATHER --
OBSESSION MIGHT BE TOO STRONG A WORD --
-- BUT JESSICA DEFINITELY SEEMS TO HATE SPIDER-MAN! ME!
-- AND HER OBSESSION WITH SPIDER-MAN SEEM CONNECTED!
I WAS AT HER PLACE A COUPLE OF HOURS AGO AND ONE ROOM WAS FILLED --


"-- WITH PHOTOS OF SPIDER-MAN! IT WAS LIKE A FLOOR TO CEILING DOCUMENTARY PIECE!"
WHOA.
JESS, WHAT'S WITH THE SPIDEY WALL-PAPER? KIND OF... EXTREME, DON'T YOU THINK?
BUT...IT'S MY WORK. YOU KNOW I WANT TO MAKE IT AS A NEWS PHOTOGRAPHER!
"I HAD TO BE REAL CAREFUL, PETER. I COULDN'T ACT TOO FREAKED OUT BY THE PICS -- NOT ANY MORE THAN ANY NORMAL GUY!"
MAYBE SO, JESS. BUT TO ME --
-- IT ALMOST SEEMS LIKE YOU HAVE SOME KIND OF... THING FOR SPIDER-MAN!
NO. IT'S JUST THAT.. SEE, I HANG PICTURES OF MY WORK TO STUDY THEM!
I'M TRYING TO LEARN WHAT WORKS AND WHAT DOESN'T!
ARE YOU SURE THAT'S ALL IT IS, JESS?
I KNOW SOME PHOTOGRAPHERS --
-- AND THEY DON'T DO STUFF LIKE THIS!

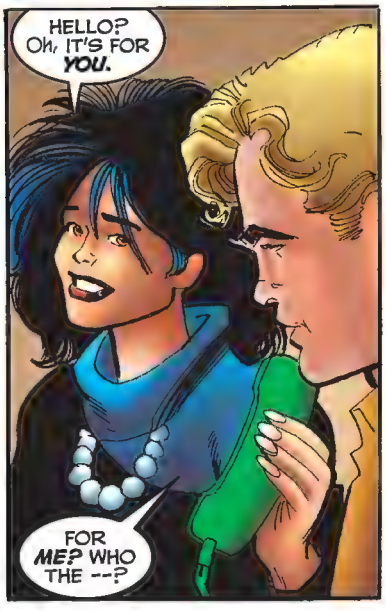
OF COURSE, I'M SURE/ STOP LOOKING AT ME LIKE YOU DON'T BELIEVE ME/
ALL MY LIFE PEOPLE HAVE LOOKED AT ME THAT WAY/
NO ONE HAS EVER TRUSTED ME/
NO OFFENSE/ I KNOW YOU HAD IT ROUGH GROWING UP.
RIGHT/ I WAS KICKED FROM ONE FOSTER HOME TO ANOTHER BECAUSE MY MOM SPLIT AND MY DAD WAS IN PRISON/
BUT I PERSEVERED. LEARNED TO LIVE WITH IT. FOR A SHORT TIME WHEN MY DAD WAS OUT OF JAIL --
-- HE EVEN TOOK CARE OF ME/
DEEP DOWN, HE WAS A GOOD MAN. HE WAS IN JAIL FOR A MURDER HE DIDN'T EVEN COMMIT/
AN OLD MAN MISTOOK HIM FOR A BURGLAR AND PULLED A GUN ON HIM. THEY STRUGGLED, THE GUN WENT OFF --
-- AND THE OLD MAN DIED.
MY FATHER WAS POOR, BEN. CONVICTED IN A HEART-BEAT/
SOUNDS ROUGH. BUT YOU'RE SURE HE WASN'T ROBBING... WHOOPS!
MY FATHER DIDN'T DESERVE THAT AND HE DIDN'T DESERVE TO BE MURDERED YEARS LATER/
BEN, THAT HEADLINE/
DAILY BUGLE
THE PICTURE NEWSPAPER
SPIDER-MAN
STEALS SKELETON FROM MORGUE!

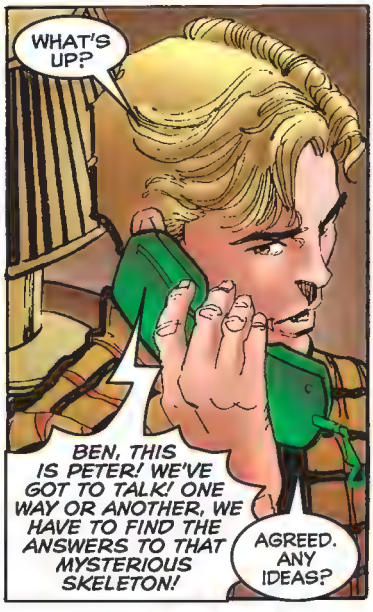

BUGLE
DER-MAN
STEALS SKELE
FROM MORGUE!
DID HE MURDER THE REAL SPIDER-MAN?
SPIDER-MAN.
SPIDER MAN IS A MURDERER!
DON'T GO JUMPING TO CONCLUSIONS, JESSICA!
JAMESON HAS BEEN TRYING TO HANG SPIDER-MAN FOR YEARS!
FOR GOOD REASON!
THE WORLD DESERVES TO KNOW HOW EVIL SPIDER-MAN TRULY IS!
JESSICA, THERE ARE THOSE WHO THINK SPIDEY IS A PRETTY DECENT GUY.
HECK, HE WAS EVEN IN THE AVENGERS FOR A WHILE!
NO! I KNOW DIFFERENT!
IF MY FATHER WERE ALIVE HE COULD TELL YOU! HE COULD PROVE IT!
JESS...WHAT ABOUT YOUR FATHER?
DID HE CROSS PATHS WITH SPIDER-MAN?
WHAT HAPPENED?


Oh, FUDGE. I...I'VE SAID TOO MUCH ALREADY.
I DON'T LIKE TALKING ABOUT MY FATHER.
JESS, I'M NOT TRYING TO PRY --

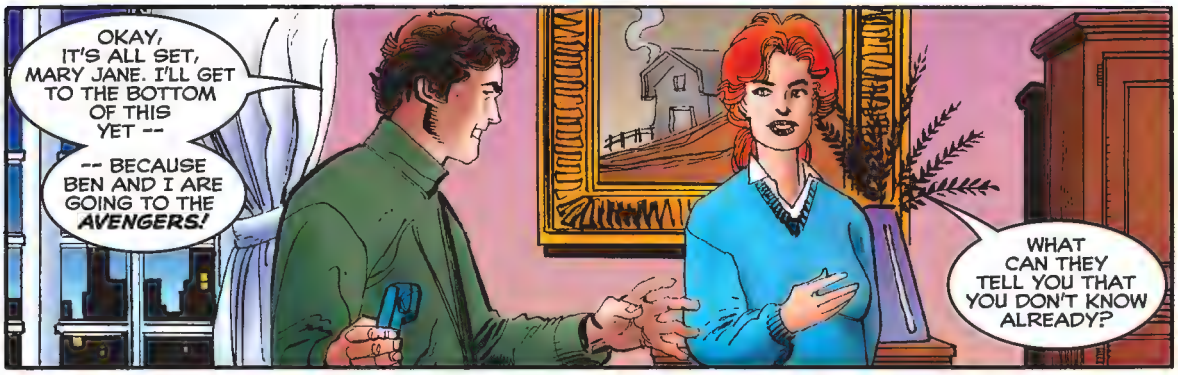
-- I'M ONLY TRYING TO UNDERSTAND.
I WANT TO HELP.
OKAY.

I KNOW FOR A FACT THAT SPIDER-MAN IS BAD NEWS BECAUSE OF THE WAY MY DADDY DIED!
HE DIDN'T DIE IN JAIL, BEN. HE WAS RELEASED AND KILLED BY --
BARING

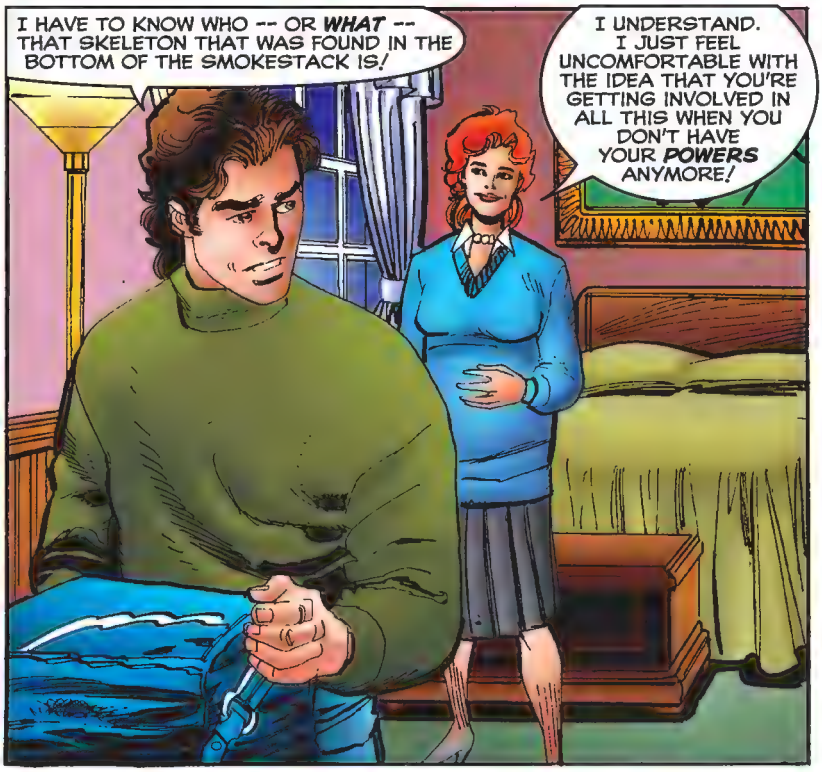

HELLO? Oh, IT'S FOR YOU.
FOR ME? WHO THE --?


WHAT'S UP?
BEN, THIS IS PETER! WE'VE GOT TO TALK! ONE WAY OR ANOTHER, WE HAVE TO FIND THE ANSWERS TO THAT MYSTERIOUS SKELETON!
AGREED. ANY IDEAS?

WE NEED SOME CONCLUSIVE TESTING DONE BY A NEUTRAL, COMPETENT SCIENTIST!
I SUGGEST WE MEET AT HIGH-POCKETS' PLACE IN A COUPLE OF HOURS!

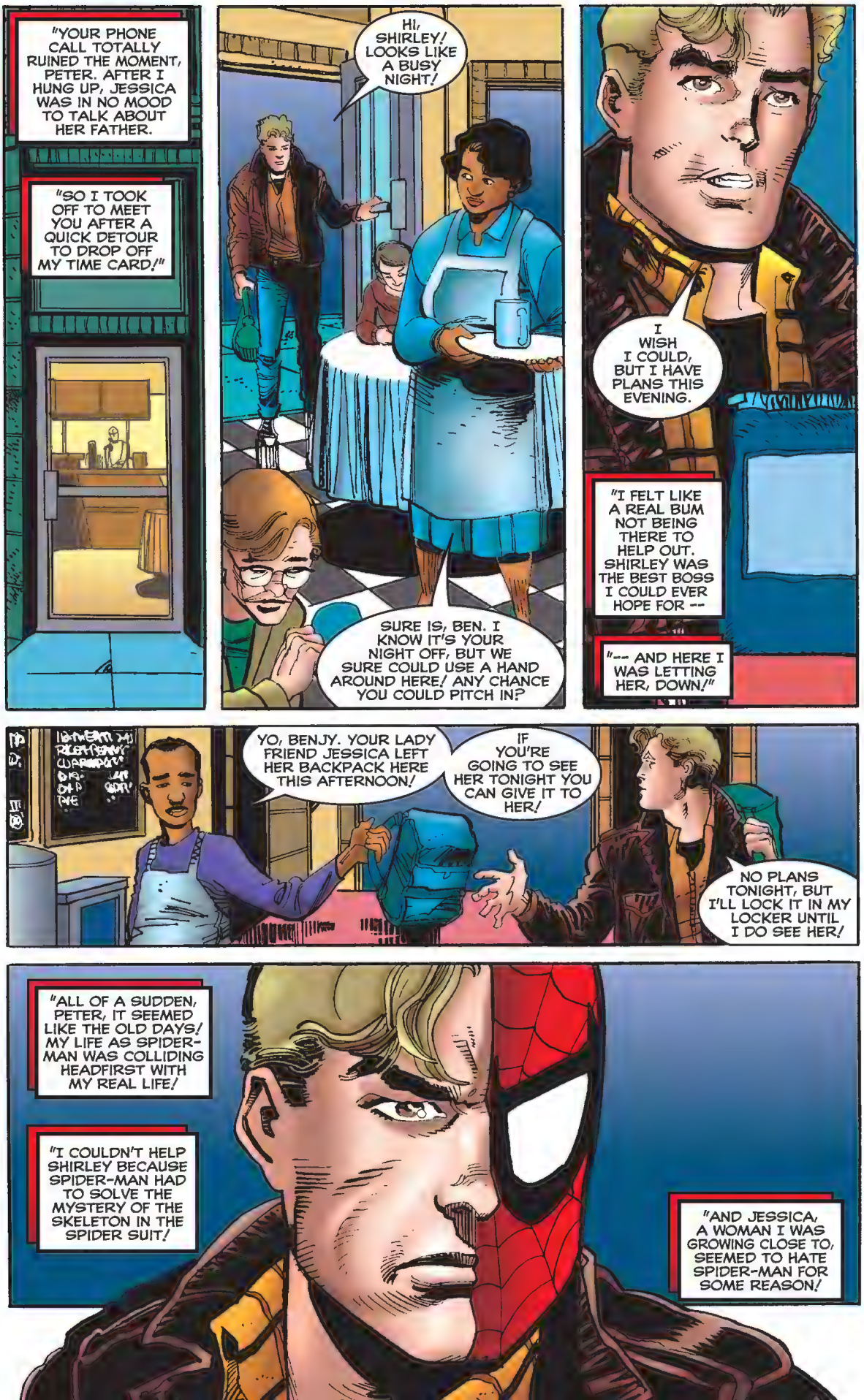

OKAY, IT'S ALL SET, MARY JANE. I'LL GET TO THE BOTTOM OF THIS YET --
-- BECAUSE BEN AND I ARE GOING TO THE AVENGERS!
WHAT CAN THEY TELL YOU THAT YOU DON'T KNOW ALREADY?

LOOK, MJ, IT WAS BEN'S PAL, SEWARD TRAINER, WHO RAN GENETIC TESTS ON US THE FIRST TIME!
THIS TIME I WANT CONCLUSIVE TESTS DONE BY THE BEST! AND GIANT-MAN IS TOP DRAWER ALL THE WAY!


I HAVE TO KNOW WHO -- OR WHAT -- THAT SKELETON THAT WAS FOUND IN THE BOTTOM OF THE SMOKESTACK IS!
I UNDERSTAND. I JUST FEEL UNCOMFORTABLE WITH THE IDEA THAT YOU'RE GETTING INVOLVED IN ALL THIS WHEN YOU DON'T HAVE YOUR POWERS ANYMORE!

ARE YOU SAYING THAT I WAS ONLY GOOD FOR STICKING ON WALLS AND SHOOTING WEBS?
C'MERE, AND I'LL SHOW YOU WHAT ELSE YOU'RE GOOD FOR.

I'LL TAKE A RAIN CHECK ON THAT, LADY. I'VE GOTTA GO RUN SOME TESTS ON A BAG OF BONES!
I'M BEING TOSSED ASIDE FOR A CORPSE? YOU REALLY KNOW HOW TO MAKE A WIFE FEEL SPECIAL, TIGER!
I'LL BE BACK IN A COUPLE, MJ. WHY NOT VISIT YOUR AUNT OR SOMETHING?

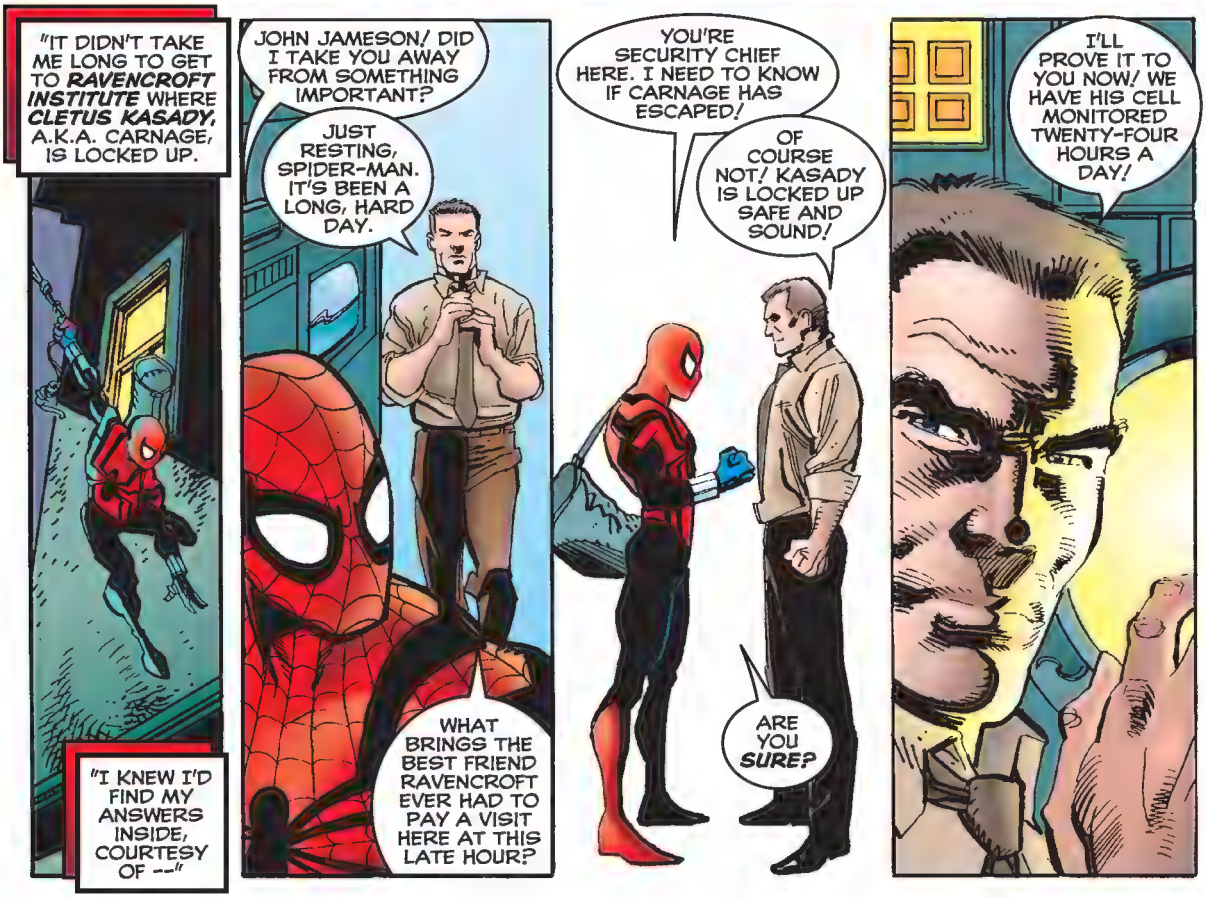

"YOUR PHONE CALL TOTALLY RUINED THE MOMENT, PETER. AFTER I HUNG UP, JESSICA WAS IN NO MOOD TO TALK ABOUT HER FATHER.
"SO I TOOK OFF TO MEET YOU AFTER A QUICK DETOUR TO DROP OFF MY TIME CARD!"
HI, SHIRLEY! LOOKS LIKE A BUSY NIGHT!
SURE IS, BEN. I KNOW IT'S YOUR NIGHT OFF, BUT WE SURE COULD USE A HAND AROUND HERE! ANY CHANCE YOU COULD PITCH IN?
I WISH I COULD, BUT I HAVE PLANS THIS EVENING.
"I FELT LIKE A REAL BUM NOT BEING THERE TO HELP OUT. SHIRLEY WAS THE BEST BOSS I COULD EVER HOPE FOR --
"--- AND HERE I WAS LETTING HER, DOWN!"
YO, BENJY. YOUR LADY FRIEND JESSICA LEFT HER BACKPACK HERE THIS AFTERNOON!
IF YOU'RE GOING TO SEE HER TONIGHT YOU CAN GIVE IT TO HER!
NO PLANS TONIGHT, BUT I'LL LOCK IT IN MY LOCKER UNTIL I DO SEE HER!
"ALL OF A SUDDEN, PETER, IT SEEMED LIKE THE OLD DAYS! MY LIFE AS SPIDER-MAN WAS COLLIDING HEADFIRST WITH MY REAL LIFE!
"I COULDN'T HELP SHIRLEY BECAUSE SPIDER-MAN HAD TO SOLVE THE MYSTERY OF THE SKELETON IN THE SPIDER SUIT!
"AND JESSICA, A WOMAN I WAS GROWING CLOSE TO, SEEMED TO HATE SPIDER-MAN FOR SOME REASON!

"IT ALL REMINDED ME OF MY HIGH SCHOOL DAYS...
"THAT'S WHEN IT HAPPENED, PETER. I WAS LOST IN THOUGHT, PROBABLY HANDLING JESSICA'S BACKPACK CARELESSLY --
"-- WHEN THE PICTURE FELL OUT.
"I LOOKED AT IT FOR A LONG TIME. SOMETHING ABOUT IT --
-- DISTURBED ME.
"THE MAN BEHIND HER... HER FATHER. SOMETHING ABOUT THAT SILHOUETTE WAS MAKING ME FEEL...
"BUT THEN THE FEELING VANISHED. LIKE A WHISPERED WORD ON A WINDY DAY.
-- I HAD WORK TO DO. A MYSTERY TO SOLVE.
"SOMETHING ONLY SPIDER-MAN COULD DO!"

"AS I WAS SWINGING OVER NEW YORK I COULDN'T STOP THINKING ABOUT THE SKELETON!
"I MEAN, THINK OF IT! YEARS AGO THE JACKAL CLONED ME, CREATING YOU -- PETER PARKER -- IN THE PROCESS! WE FOUGHT, YOU THOUGHT I WAS DEAD --
"-- AND YOU DUMPED MY BODY DOWN A SMOKESTACK!
"BUT I WAS ALIVE!
"THE JACKAL CLAIMED HE PULLED ME OUT!
"BUT THEN THOSE WORKERS FIND THIS SKELETON IN THE SMOKESTACK -- AND IT'S DRESSED LIKE SPIDER-MAN!
"HOW CAN THAT BE?!

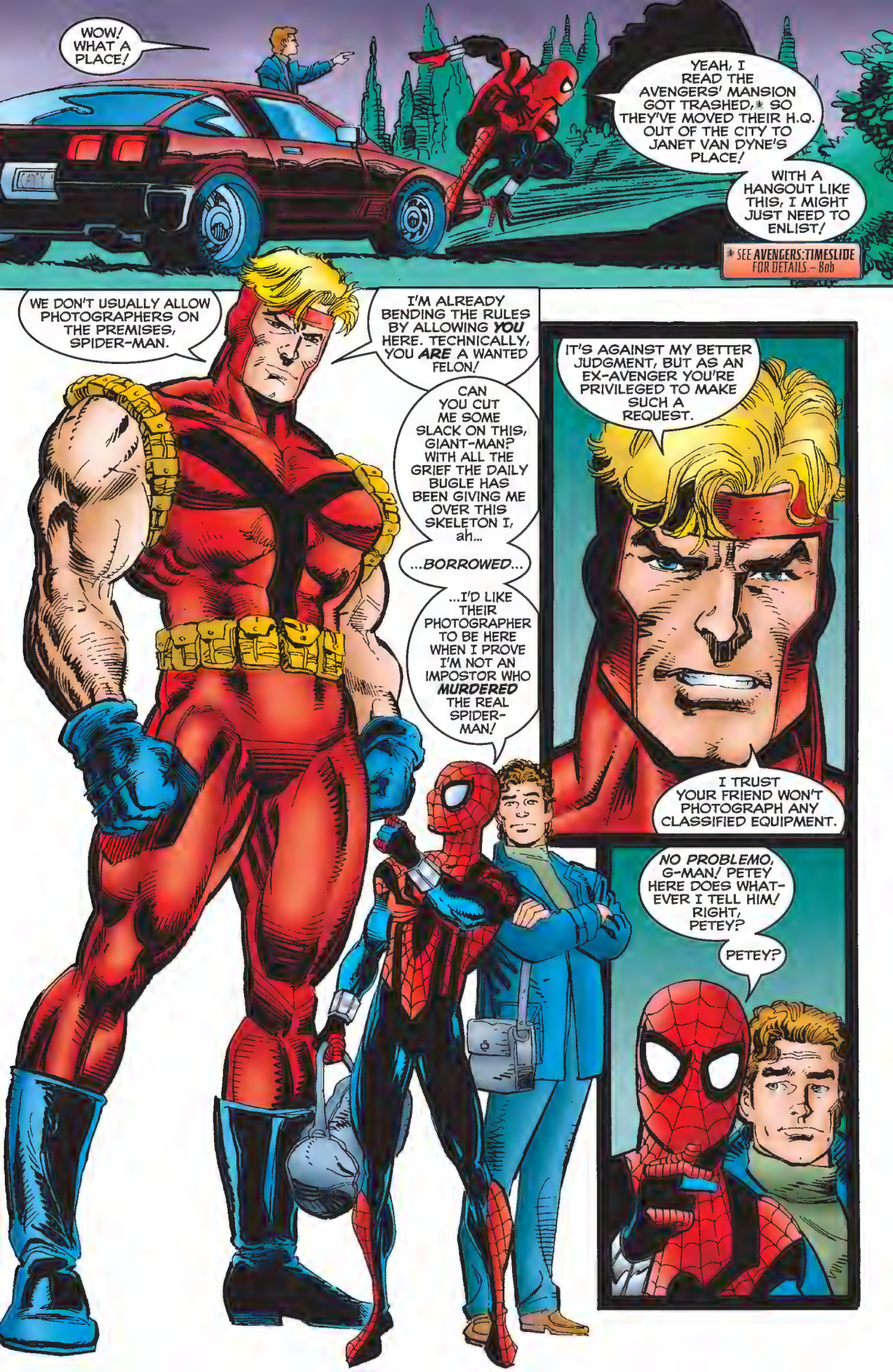
"ALL OF THIS WAS HAUNTING ME WHEN MY SPIDEY-SENSE WENT OFF BIG TIME!
"A MUGGING VICTIM LYING ON THE GROUND. LOOKED LIKE HE'D BEEN ROUGHED UP PRETTY GOOD."
YOU OKAY, MISTER? DO YOU NEED AN AMBULANCE?
NO... NO...
RELAX. I'M ONE OF THE GOOD GUYS! IF YOU WANT PROOF, I CAN SHOW YOU MY GENUINE, 100% AUTHENTIC SUPER HERO BADGE!
NO! GET AWAY FROM ME! YOU'RE HIM! HIM!
YOU'RE ACTING LIKE I'M THE ONE WHO ATTACKED YOU! WHAT GIVES?
YOU ARE! HIS FACE WAS RED -- LIKE YOURS!
THE WAY HE MOVED... SO EERILY! AND HIS EYES... THEY GLOWED IN THE DARK!

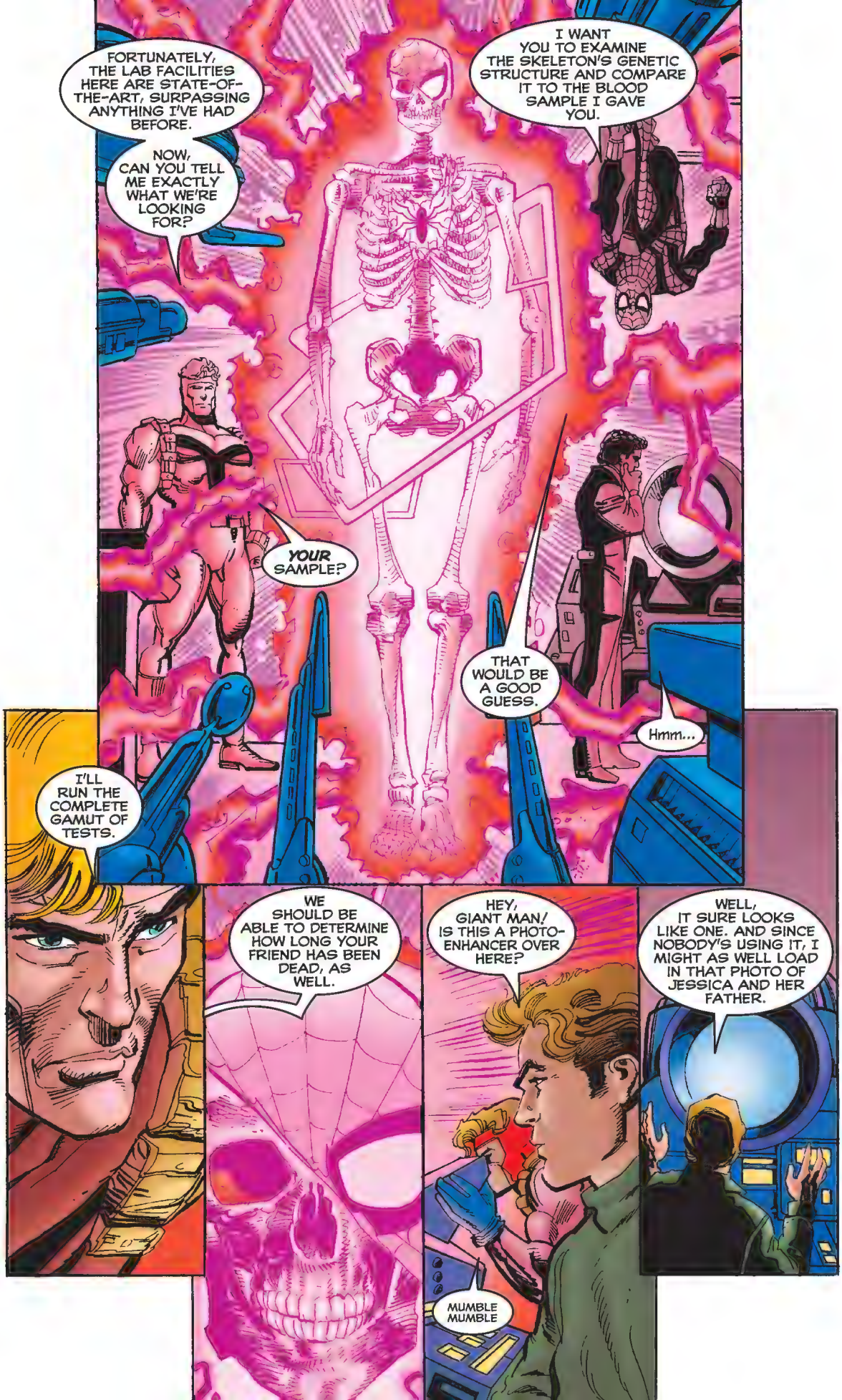
IT WASN'T ME! YOU'RE DESCRIBING SOMEONE ELSE! IN FACT, YOUR DESCRIPTION ALMOST SOUNDS LIKE... LIKE...
...CARNAGE! IT MUST HAVE BEEN CARNAGE!
YOU LOOK LIKE YOU'RE GOING TO BE OKAY, MISTER! I'VE GOT TO CHECK THIS OUT! IF CARNAGE IS LOOSE --
-- THIS WHOLE CITY IS AT RISK!

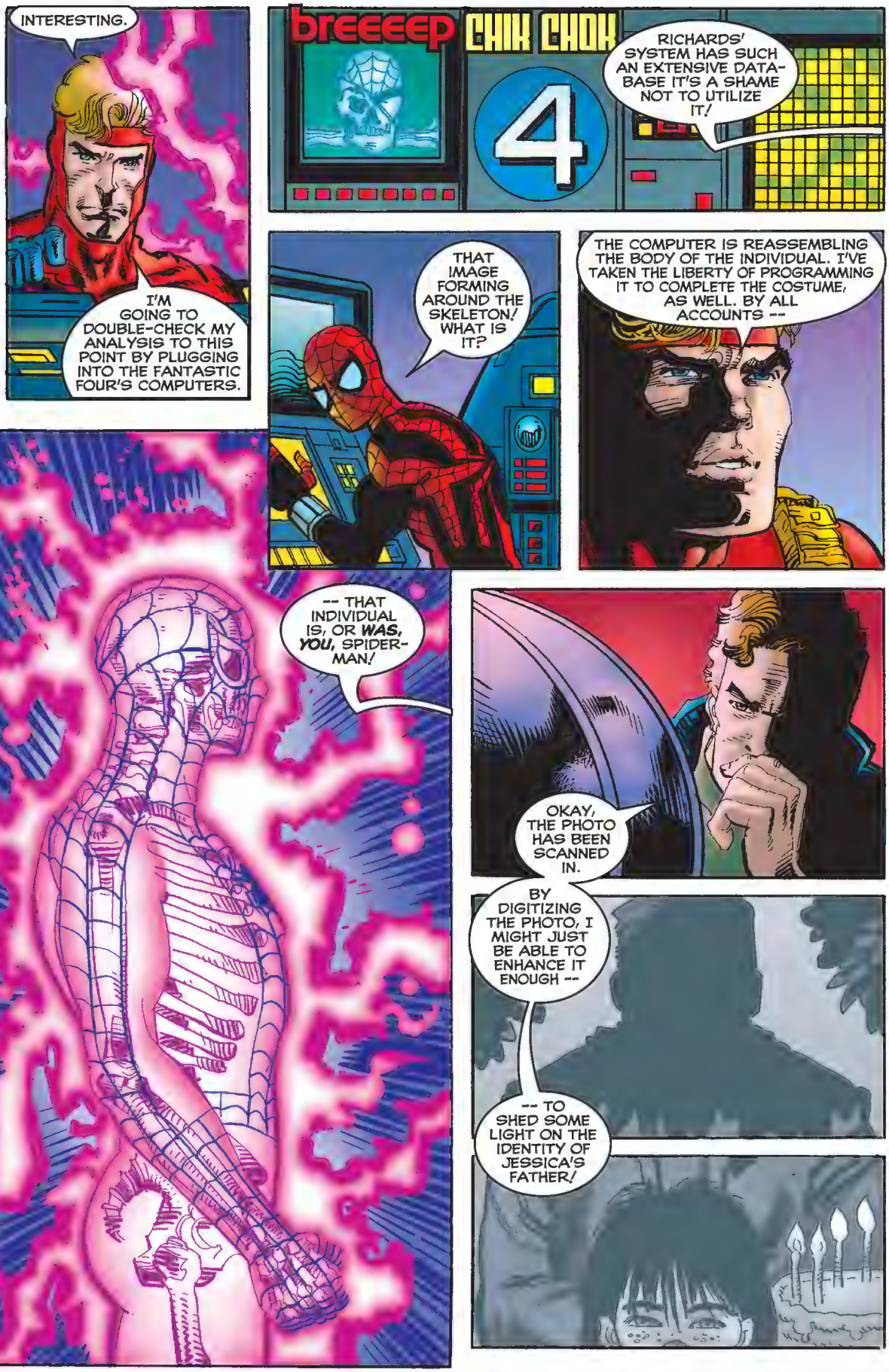

"IT DIDN'T TAKE ME LONG TO GET TO RAVENCROFT INSTITUTE WHERE CLETUS KASADY, A.K.A. CARNAGE, IS LOCKED UP.
"I KNEW I'D FIND MY ANSWERS INSIDE, COURTESY OF --!"
JOHN JAMESON, DID I TAKE YOU AWAY FROM SOMETHING IMPORTANT?
JUST RESTING, SPIDER-MAN. IT'S BEEN A LONG, HARD DAY.
WHAT BRINGS THE BEST FRIEND RAVENCROFT EVER HAD TO PAY A VISIT HERE AT THIS LATE HOUR?
YOU'RE SECURITY CHIEF HERE. I NEED TO KNOW IF CARNAGE HAS ESCAPED!
OF COURSE NOT! KASADY IS LOCKED UP SAFE AND SOUND!
ARE YOU SURE?
I'LL PROVE IT TO YOU NOW! WE HAVE HIS CELL MONITORED TWENTY-FOUR HOURS A DAY!

THAT'S *HIM?* YOU'RE SURE IT'S *LIVE* AND NOT ON TAPE?
THERE'S NO DOUBT ABOUT IT, SPIDER-MAN. THAT'S YOUR FRIEND CLETUS KASADY, ALL RIGHT.
HE'S TUCKED AWAY SAFE AND SOUND IN HIS CELL AND THERE'S NO *WAY* HE COULD HAVE ESCAPED!
IF YOU SAY SO...
BZZZZZZTTTT
WHAT IS *THAT?!*
INTRUDER ALARM! YOU MUST HAVE SET IT OFF WHEN YOU SNUCK INSIDE!
EITHER THAT OR THE SYSTEM HAS TRIPPED ITSELF!

WE HAVE BEEN HAVING SOME PROBLEMS RECENTLY!
THE *LAST* THING I NEED IS A RUN-IN WITH THE COPS!
YEAH, I'VE BEEN MEANING TO ASK YOU ABOUT THOSE STORIES MY *FATHER* HAS BEEN WRITING ABOUT YOU!
"I WAS ON THE VERGE OF LEAVING WHEN THE POLICE PULLED UP!
"AFTER I GOT DONE DANCING IN THE MOSH PIT WITH THEM, *YOU* SHOWED --"
-- IN THIS COOL RENTAL. I GUESS JONAH JAMESON IS REALLY PAYING YOU WELL FOR COVERING THIS SKELETON STORY!
HE SHOULD BE! THE MAN OWES ME ABOUT THREE LIFETIMES OF BACK PAY!
QUIET DOWN. I'M CALLING JARVIS TO LET HIM KNOW WE'RE ON THE WAY!

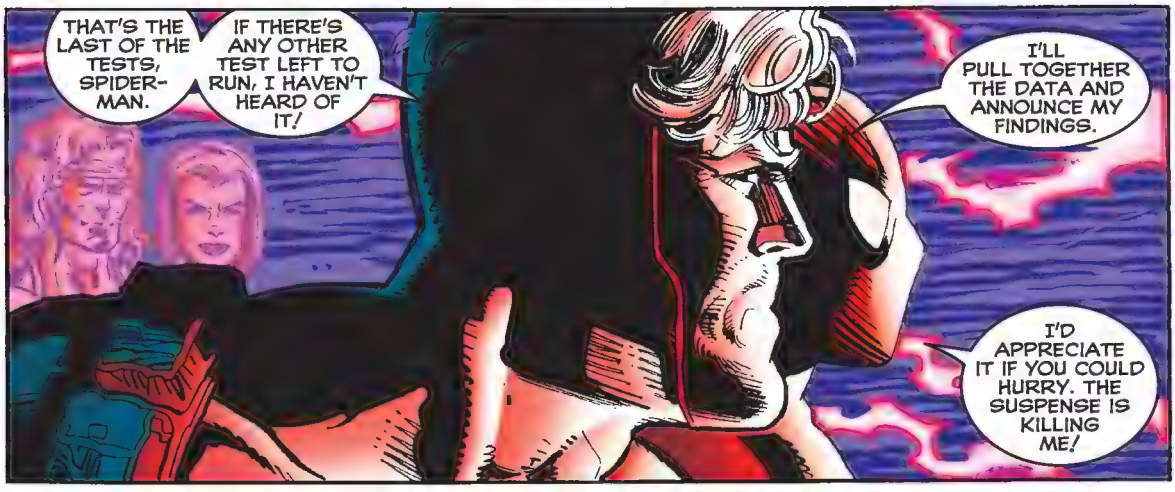

WOW! WHAT A PLACE!
YEAH, I READ THE AVENGERS' MANSION GOT TRASHED,* SO THEY'VE MOVED THEIR H.Q. OUT OF THE CITY TO JANET VAN DYNE'S PLACE!
WITH A HANGOUT LIKE THIS, I MIGHT JUST NEED TO ENLIST!
* SEE AVENGERS:TIMESLIDE FOR DETAILS.– Bob
WE DON'T USUALLY ALLOW PHOTOGRAPHERS ON THE PREMISES, SPIDER-MAN.
I'M ALREADY BENDING THE RULES BY ALLOWING YOU HERE. TECHNICALLY, YOU ARE A WANTED FELON!
CAN YOU CUT ME SOME SLACK ON THIS, GIANT-MAN? WITH ALL THE GRIEF THE DAILY BUGLE HAS BEEN GIVING ME OVER THIS SKELETON I, ah...
...BORROWED...
...I'D LIKE THEIR PHOTOGRAPHER TO BE HERE WHEN I PROVE I'M NOT AN IMPOSTOR WHO MURDERED THE REAL SPIDER-MAN!
IT'S AGAINST MY BETTER JUDGMENT, BUT AS AN EX-AVENGER YOU'RE PRIVILEGED TO MAKE SUCH A REQUEST.
I TRUST YOUR FRIEND WON'T PHOTOGRAPH ANY CLASSIFIED EQUIPMENT.
NO PROBLEMO, G-MAN! PETEY HERE DOES WHATEVER I TELL HIM! RIGHT, PETEY?
PETEY?

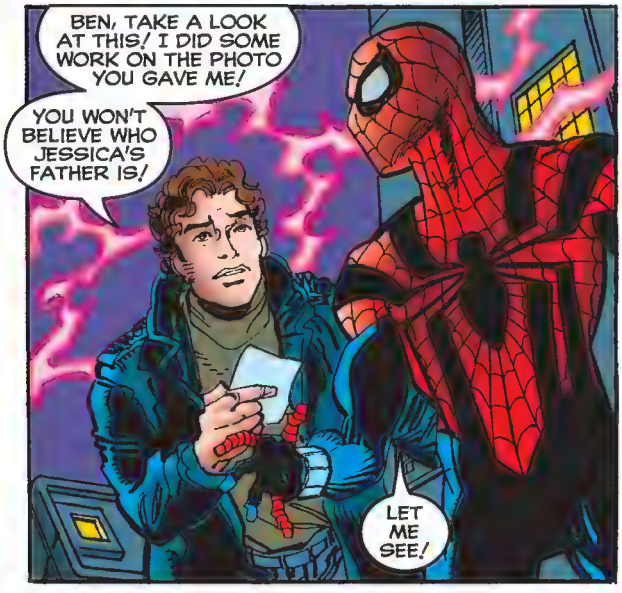

FORTUNATELY, THE LAB FACILITIES HERE ARE STATE-OF-THE-ART, SURPASSING ANYTHING I'VE HAD BEFORE.
NOW, CAN YOU TELL ME EXACTLY WHAT WE'RE LOOKING FOR?
I WANT YOU TO EXAMINE THE SKELETON'S GENETIC STRUCTURE AND COMPARE IT TO THE BLOOD SAMPLE I GAVE YOU.
YOUR SAMPLE?
THAT WOULD BE A GOOD GUESS.
Hmm...
I'LL RUN THE COMPLETE GAMUT OF TESTS.
WE SHOULD BE ABLE TO DETERMINE HOW LONG YOUR FRIEND HAS BEEN DEAD, AS WELL.
HEY, GIANT MAN! IS THIS A PHOTO-ENHANCER OVER HERE?
MUMBLE MUMBLE
WELL, IT SURE LOOKS LIKE ONE. AND SINCE NOBODY'S USING IT, I MIGHT AS WELL LOAD IN THAT PHOTO OF JESSICA AND HER FATHER.


INTERESTING.
I'M GOING TO DOUBLE-CHECK MY ANALYSIS TO THIS POINT BY PLUGGING INTO THE FANTASTIC FOUR'S COMPUTERS.
breeeep CHIK CHOK
4
RICHARDS' SYSTEM HAS SUCH AN EXTENSIVE DATA-BASE IT'S A SHAME NOT TO UTILIZE IT!
THAT IMAGE FORMING AROUND THE SKELETON! WHAT IS IT?
THE COMPUTER IS REASSEMBLING THE BODY OF THE INDIVIDUAL. I'VE TAKEN THE LIBERTY OF PROGRAMMING IT TO COMPLETE THE COSTUME, AS WELL. BY ALL ACCOUNTS --
-- THAT INDIVIDUAL IS, OR WAS, YOU, SPIDER-MAN!
OKAY, THE PHOTO HAS BEEN SCANNED IN.
BY DIGITIZING THE PHOTO, I MIGHT JUST BE ABLE TO ENHANCE IT ENOUGH --
-- TO SHED SOME LIGHT ON THE IDENTITY OF JESSICA'S FATHER!

IT'S WORKING/ BECOMING CLEARER/ IF I CAN LIGHTEN IT A BIT MORE...
THAT'S BETTER/ BEN WAS *RIGHT!* SOMETHING ABOUT HIM *DOES* SEEM DISTURBINGLY FAMILIAR/

MY GOD, I NEVER *KNEW!*
NEVER *SUSPECTED* -- IT WAS *HIM!*

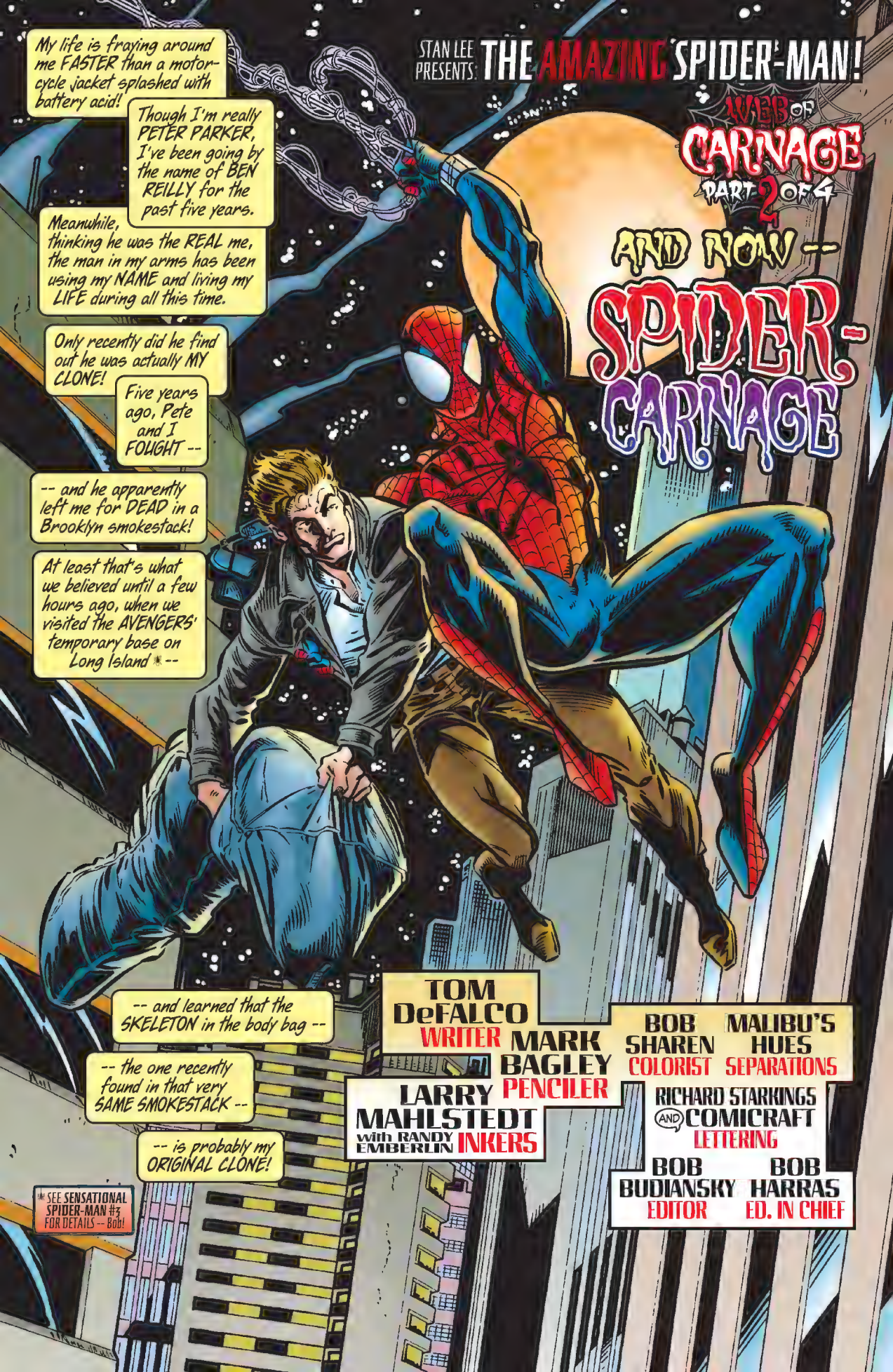

THAT'S THE LAST OF THE TESTS, SPIDER-MAN.
IF THERE'S ANY OTHER TEST LEFT TO RUN, I HAVEN'T HEARD OF IT/
I'LL PULL TOGETHER THE DATA AND ANNOUNCE MY FINDINGS.
I'D APPRECIATE IT IF YOU COULD HURRY. THE SUSPENSE IS KILLING ME/


BEN, TAKE A LOOK AT THIS/ I DID SOME WORK ON THE PHOTO YOU GAVE ME/
YOU WON'T BELIEVE WHO JESSICA'S FATHER IS/
LET ME SEE/

OH
WOW.

JESSICA'S FATHER! HE'S THE BURGLAR WHO KILLED MY UNCLE BEN!
I'VE CHECKED THE TEST RESULTS FROM EVERY ANGLE POSSIBLE AND THERE CAN BE NO DOUBTING MY CONCLUSION.
FIRST, THE EASY PART. DATE TESTING INDICATES THE SKELETON'S BEEN IN THAT SMOKESTACK FOR FIVE YEARS!
BUT HERE'S THE KICKER -- COMPARING IT TO THE SAMPLE YOU GAVE ME, THE SKELETON'S DNA SHOWS EVIDENCE OF GENETIC DRIFT. IN SHORT --
-- IT'S A CLONE OF YOU!
NOT ANOTHER ONE...

APR • 410
MARVEL SPIDER-MAN GROUP
APPROVED BY THE COMICS CODE AUTHORITY
THE AMAZING SPIDER-MAN
WEB OF CARNAGE PART 2 OF 4
MARK & LARRY
ATOMIC PAINTBRUSH

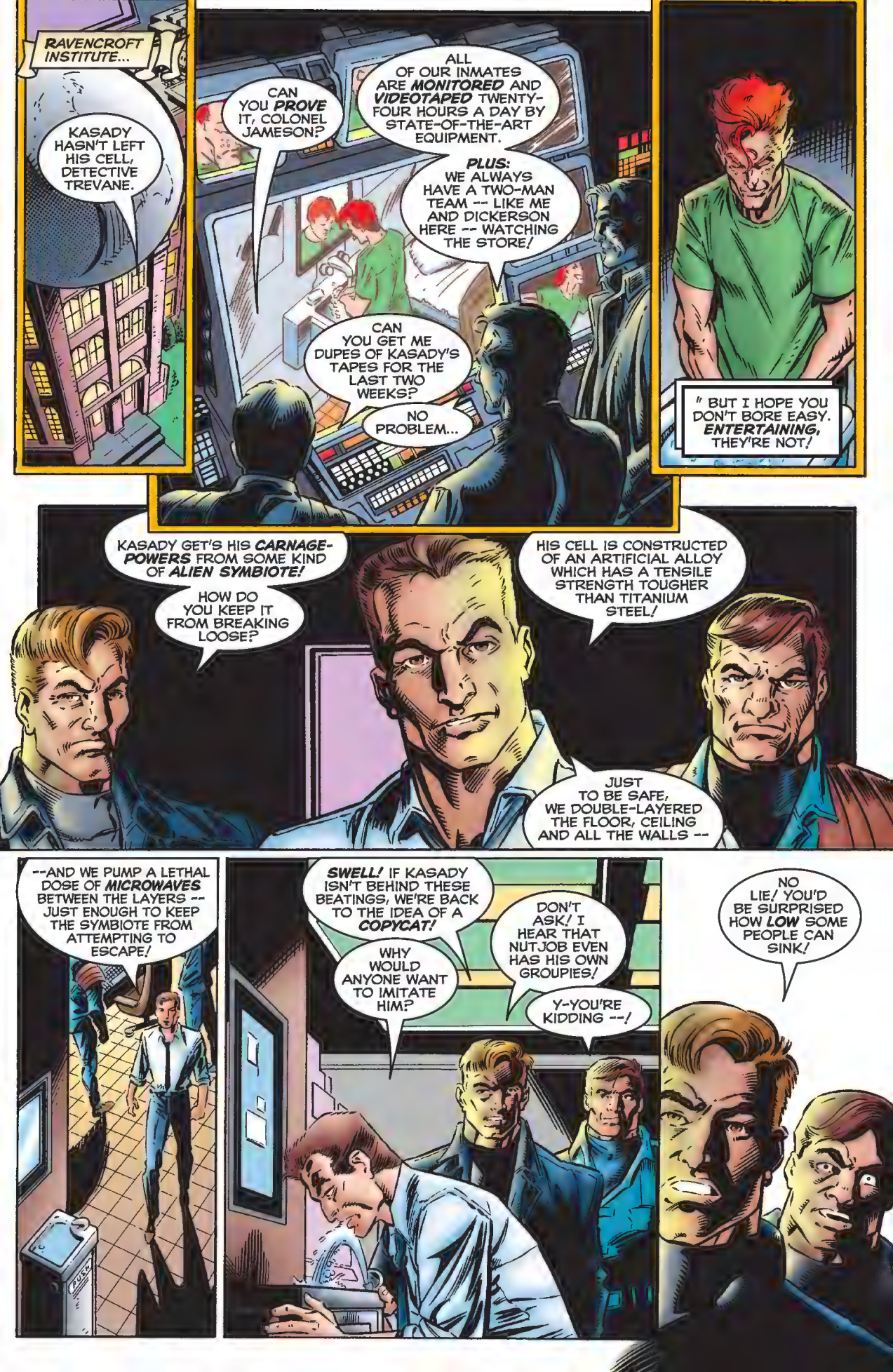

My life is fraying around me FASTER than a motorcycle jacket splashed with battery acid!
Though I'm really PETER PARKER, I've been going by the name of BEN REILLY for the past five years.
Meanwhile, thinking he was the REAL me, the man in my arms has been using my NAME and living my LIFE during all this time.
Only recently did he find out he was actually MY CLONE!
Five years ago, Pete and I FOUGHT --
-- and he apparently left me for DEAD in a Brooklyn smokestack!
At least that's what we believed until a few hours ago, when we visited the AVENGERS' temporary base on Long Island --
-- and learned that the SKELETON in the body bag --
-- the one recently found in that very SAME SMOKESTACK --
-- is probably my ORIGINAL CLONE!
SEE SENSATIONAL SPIDER-MAN #3 FOR DETAILS -- Bob!
STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!
WEB OF CARNAGE PART 2 OF 4
AND NOW --
SPIDER-CARNAGE
TOM DeFALCO WRITER
MARK BAGLEY PENCILER
LARRY MAHLSTEDT with RANDY EMBERLIN INKERS
BOB SHAREN COLORIST
MALIBU'S HUES SEPARATIONS
RICHARD STARKINGS AND COMICRAFT LETTERING
BOB BUDIANSKY EDITOR
BOB HARRAS ED. IN CHIEF

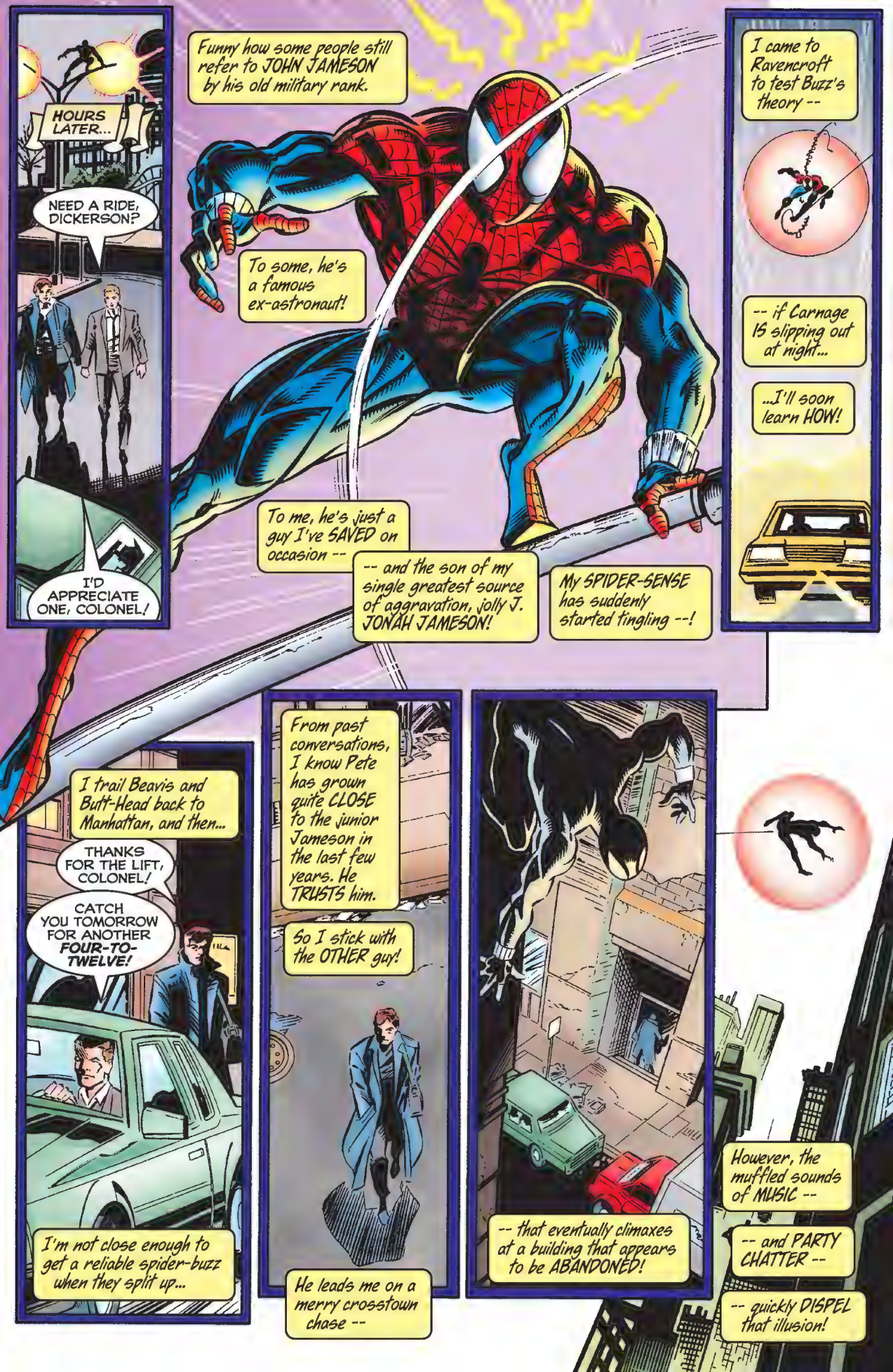
If that's true, what does that make PETER?
And, if that skeleton is the one who went chimney-diving, where was I?!
Unfortunately, such questions aren't my ONLY -- or even my most pressing -- PROBLEM!
Someone has taken to TERRORIZING the Manhattan streets by IMPERSONATING CARNAGE -- one of my deadliest enemies!
And then, I have a predicament of a far more PERSONAL nature...
HEEEY! THAT LOOKS LIKE SPIDER-MAN --!
FREEZE, YOU SICK GHOUL!
STOP OR I'LL SHOOT!
In order to TEST the skeleton --
-- I LIBERATED it from the city morgue!*
* IN SENSATIONAL SPIDER-MAN #2 - Bob!
NOT a maneuver designed to increase my popularity among NEW YORK'S FINEST!
W-WATCH THE WILD ACROBATICS, PAL!
M-MY STOMACH CAN'T TAKE THOSE TRIPLE SOMER-SAULTS!
HITCH-HIKERS SHOULDN'T COMPLAIN, PETE!
IT'S NOT MY FAULT YOU LOST YOUR OWN SPIDER-POWERS!*
MAYBE NOT...BUT IT WILL BE YOUR FAULT...IF MY LAST MEAL SPLATTERS YOUR SPIFFY NEW COSTUME!
* IT HAPPENED IN SPIDER-MAN: THE FINAL ADVENTURE #4 - Bob!
POINT TAKEN!
MAYBE YOU SHOULD WALK THE LAST FEW BLOCKS TO YOUR HOTEL.
GOOD IDEA!
AND WHEN I GET THERE, I'M CALLING YOUR BUDDY, SEWARD TRAINER, AT THE HOSPITAL.
SO SOON? HE JUST CAME OUT OF HIS COMA.
BETWEEN THE AVENGERS' RESULTS ON THE SKELETON, AND THE TEST WE RAN ON SEWARD'S EQUIPMENT SHOWING I WAS A CLONE --
-- MY LIFE'S BECOME ONE BIG QUESTION MARK!
AND I WANT SOME ANSWERS!

SUIT YOURSELF! MEANWHILE, I THINK NOW THAT WE'RE DONE TESTING IT, I'LL RETURN THIS THING, AND GET THE COPS OFF MY BUTT!
I WOULDN'T BE SO ANXIOUS TO GIVE IT BACK!
THE AUTHORITIES MIGHT HAVE WAYS OF TRACING ITS DNA TO YOU OR ME!
YOU REALLY THINK THAT'S POSS -- HEY! I JUST GOT A GREAT IDEA!
J. JONAH JAMESON PROMISED YOU A BIG BONUS IF YOU COULD PROVE I STOLE THIS THING... RIGHT?
PULL OUT YOUR CAMERA, PAL --
-- AND SNAP AWAY!
YOU SURE YOU WANT TO DO THIS?!
WHY NOT? I'M TAKING IT BACK, ANYWAY.
CONSIDER THIS A BABY SHOWER GIFT!
I'LL SEE YOU LATER, BUD!
YEAH...
...SURE!
POOR PETE! This unexpected revelation has really ROCKED his world!
MARY JANE is expecting their first child...and his whole IDENTITY has suddenly been thrown into dispute...AGAIN!
He must be SECOND-GUESSING himself like crazy!
All that he knows about himself could be a LIE!
How can he possibly trust ANYTHING --
-- or ANYONE?!

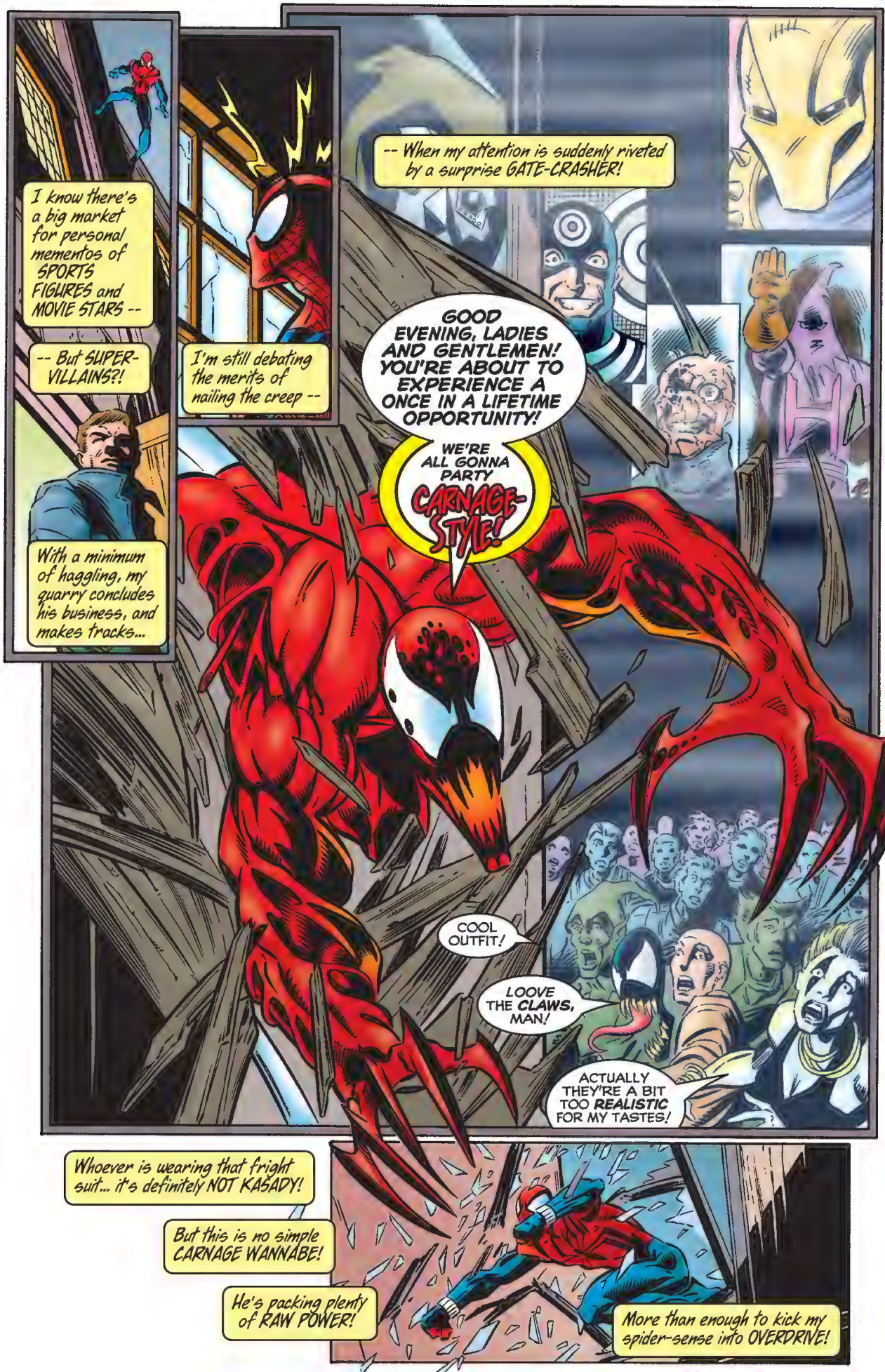
MEANWHILE, AT A PUBLIC GARAGE FAR ACROSS TOWN...
M-MAYBE I SHOULD DRIVE, MARTY!
YOU SAYING I HAD TOO MUCH TO DRINK, DIANE?
THAT YOUR PRECIOUS BUTT AIN'T SAFE WITH ME BEHIND THE WHEEL?
M-MARTY, PLEASE --! YOU'RE HURTING ME!
HOW D'YA THINK I FEEL WITH YOU ALWAYS NAGGING ME?
THAT'S QUITE ENOUGH, MY FRIEND!
A REAL MAN NEVER RAISES A HAND TO A WOMAN!
BESIDES, SHE'S RIGHT...
DRINKING AND DRIVING ARE A VERY LETHAL COMBINATION!
AS POTENTIALLY HAZARDOUS AS...
...LITTLE...
...OLD...
...ME.

AT THE TOP OF THE MORNING NEWS IS LAST NIGHT'S ASSAULT ON ACCOUNTANT MARTIN SKOLBURG --
-- BY THE ALLEGED CARNAGE COPY-CAT!
Where IS she?
Why doesn't JESSICA answer her phone?
We need to talk...
I recently learned that she is the daughter of the burglar who, soon after I first became SPIDER-MAN --
-- MURDERED my UNCLE BEN! *
It was that TRAGEDY that helped me realize that with GREAT POWER, there must also come GREAT RESPONSIBILITY.
* IN SENSATIONAL #3. - Bob
Too bad Jess's father never got the message! He died while battling PETER, who was the neighborhood WEB-SWINGER at the time! *
IT'S SOME KIND OF COVER-UP, SHIRLEY! THERE'S NO CARNAGE COPYCAT!
YOU'VE SEEN TOO MANY EPISODES OF THE X-FILES, BUZZ!
* THE NOW-CLASSIC AMAZING SPIDER-MAN #200. - Bob
WITHOUT A DOUBT! STILL, THE FACT IS WE HAVE NO PROOF THE REAL CARNAGE -- CLETUS KASADY -- IS STILL IN CUSTODY!
EVEN IF HE IS, THE AUTHORITIES MAY HAVE THEIR OWN REASONS FOR RELEASING HIM AT NIGHT!
Buzz's theory isn't as WACK as it sounds!
Kasady is presently incarcerated in RAVENCROFT, a maximum security institution devoted to the study of the criminally insane!
If he's somehow discovered a way to secretly LEAVE and RETURN at will --
--it's the perfect HIDEOUT for him!


RAVENCROFT INSTITUTE...
KASADY HASN'T LEFT HIS CELL, DETECTIVE TREVANE.
CAN YOU PROVE IT, COLONEL JAMESON?
ALL OF OUR INMATES ARE MONITORED AND VIDEOTAPED TWENTY-FOUR HOURS A DAY BY STATE-OF-THE-ART EQUIPMENT.
PLUS: WE ALWAYS HAVE A TWO-MAN TEAM -- LIKE ME AND DICKERSON HERE -- WATCHING THE STORE!
CAN YOU GET ME DUPES OF KASADY'S TAPES FOR THE LAST TWO WEEKS?
NO PROBLEM...
" BUT I HOPE YOU DON'T BORE EASY. ENTERTAINING, THEY'RE NOT!
KASADY GET'S HIS CARNAGE-POWERS FROM SOME KIND OF ALIEN SYMBIOTE!
HOW DO YOU KEEP IT FROM BREAKING LOOSE?
HIS CELL IS CONSTRUCTED OF AN ARTIFICIAL ALLOY WHICH HAS A TENSILE STRENGTH TOUGHER THAN TITANIUM STEEL!
JUST TO BE SAFE, WE DOUBLE-LAYERED THE FLOOR, CEILING AND ALL THE WALLS --
--AND WE PUMP A LETHAL DOSE OF MICROWAVES BETWEEN THE LAYERS -- JUST ENOUGH TO KEEP THE SYMBIOTE FROM ATTEMPTING TO ESCAPE!
SWELL! IF KASADY ISN'T BEHIND THESE BEATINGS, WE'RE BACK TO THE IDEA OF A COPYCAT!
WHY WOULD ANYONE WANT TO IMITATE HIM?
DON'T ASK! I HEAR THAT NUTJOB EVEN HAS HIS OWN GROUPIES!
Y-YOU'RE KIDDING --!
NO LIE! YOU'D BE SURPRISED HOW LOW SOME PEOPLE CAN SINK!


HOURS LATER...
NEED A RIDE, DICKERSON?
I'D APPRECIATE ONE, COLONEL!
Funny how some people still refer to JOHN JAMESON by his old military rank.
To some, he's a famous ex-astronaut!
To me, he's just a guy I've SAVED on occasion --
-- and the son of my single greatest source of aggravation, jolly J. JONAH JAMESON!
My SPIDER-SENSE has suddenly started tingling --!
I came to Ravencroft to test Buzz's theory --
-- if Carnage IS slipping out at night...
...I'll soon learn HOW!
I trail Beavis and Butt-Head back to Manhattan, and then...
THANKS FOR THE LIFT, COLONEL!
CATCH YOU TOMORROW FOR ANOTHER FOUR-TO-TWELVE!
I'm not close enough to get a reliable spider-buzz when they split up...
From past conversations, I know Pete has grown quite CLOSE to the junior Jameson in the last few years. He TRUSTS him.
So I stick with the OTHER guy!
He leads me on a merry crosstown chase --
-- that eventually climaxes at a building that appears to be ABANDONED!
However, the muffled sounds of MUSIC --
-- and PARTY CHATTER --
-- quickly DISPEL that illusion!

I figure this place for some kind of UNDERGROUND CLUB --
-- but it proves to be far more UNDERGROUND --
-- than I ever imagined!
Talk about SICK!
It is a veritable FANTASYLAND devoted to the most DEPRAVED elements of society!
After spending his working day with the genuine articles --
-- why on earth would a Ravencroft security guard come HERE?!
DICKERSON, MY MAN! YOU GOT ANY PRIMO MERCHANDISE?
YEAH, BUT THIS COULD BE THE LAST OF IT!
CARNAGE RULES!
TOWELS AND BANDAGES USED BY CARNAGE HIMSELF! EVERYTHING STAMPED WITH A RAVENCROFT LOGO!
MAN! THIS STUFF WOULD BE A FORTUNE IF IT WAS AUTOGRAPHED!
What a SLIMEBAG --!
He's selling MEMORABILIA!

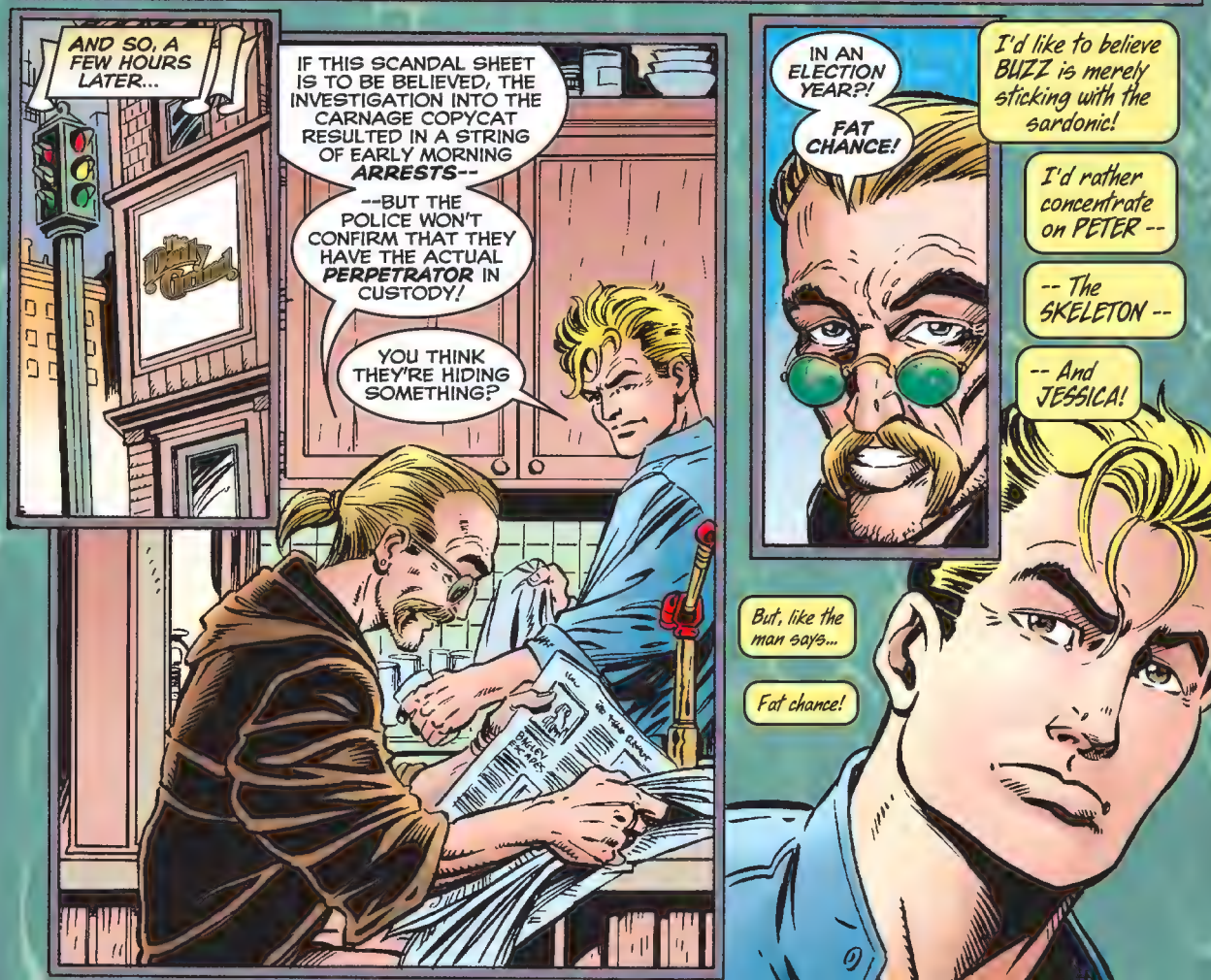

I know there's a big market for personal mementos of SPORTS FIGURES and MOVIE STARS --
-- But SUPER-VILLAINS?!
With a minimum of haggling, my quarry concludes his business, and makes tracks...
I'm still debating the merits of nailing the creep --
-- When my attention is suddenly riveted by a surprise GATE-CRASHER!
GOOD EVENING, LADIES AND GENTLEMEN! YOU'RE ABOUT TO EXPERIENCE A ONCE IN A LIFETIME OPPORTUNITY!
WE'RE ALL GONNA PARTY CARNAGE-STYLE!
COOL OUTFIT!
LOOVE THE CLAWS, MAN!
ACTUALLY THEY'RE A BIT TOO REALISTIC FOR MY TASTES!
Whoever is wearing that fright suit... it's definitely NOT KASADY!
But this is no simple CARNAGE WANNABE!
He's packing plenty of RAW POWER!
More than enough to kick my spider-sense into OVERDRIVE!

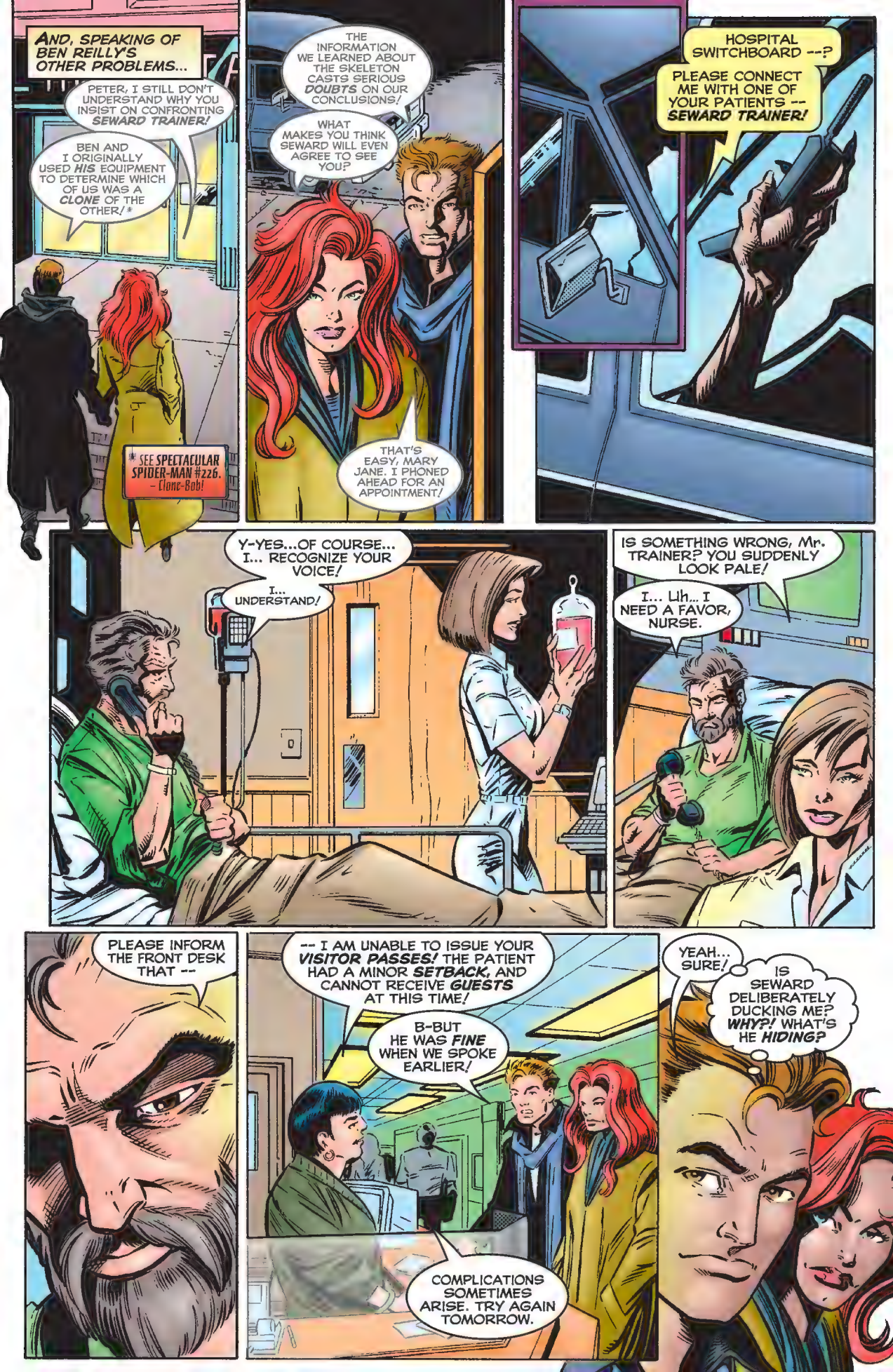
OOOO!
LOOKEE WHO'S HERE -- SPIDER-MAN!
Oh, MAN! I...I THINK THIS IS REAL!
This joker is TALLER -- BULKIER -- than Kasady!
He COULD be the man I followed here!
He was only out of my sight for a minute, but --
Y-YOU THINK--?!
HIT THE EXITS, GANG!
AM I BORING YOU?
YOU SEEM A MITE DISTRACTED!
NOOO PROBLEM, PALLY! I'LL JUST KICK UP THE PACE!
SAVE YOURSELF THE EXTRA EFFORT!
IT'S YOUR PERSONALITY -- NOT YOUR FIGHTING TECHNIQUES -- THAT PUTS ME TO SLEEP!
GOOD LORD--! Only a genuine ALIEN SYMBIOTE could do a stunt like that! So much for this guy being a COPYCAT!

Got to pull out ALL the stops!
SPWOK
This wackjob could be as deadly as VENOM or the real CARNAGE!
For a club devoted to the DARKER SIDE of the spandex set it sure cleared out FAST when one of 'em shows up IN THE FLESH!
KWAKK
Like many other things in life, psychos have more appeal in THEORY than in PRACTICE!
I CONGRATULATE YOU, LITTLE MAN. I ALMOST FELT THAT PUNCH.
YOU MAY PROVE AN AMUSING DIVERSION AFTER ALL!
UNFORTUNATELY, THIS PARTICULAR EVENING GROWS LATE --
-- AND I MUST RUN!
PTOOK
Oh, NO! He shattered that support beam, and --
QUA-POOM

Swell!
Mr. Maniac VANISHED during the confusion!
Should I attempt to give CHASE --
-- or search the debris for any STRAGGLERS who may have stayed behind to watch the action?
Uh... A LITTLE HELP OVER HERE!
That voice! it sounds like --
DETECTIVE CONNOR TREVANE!
I WOULD HAVE THOUGHT YOUR TASTES RAN MORE TO CLASSIC ROCK THAN ALTERNATIVE CLUBS!
YUK! YUK!
JUST SO THERE'S NO MISUNDERSTANDING... I CAME HERE TO TAG DICKERSON!
DICKERSON --?
A SECURITY GUARD AT RAVENCROFT WHO'S BEEN TRAFFICKING IN STOLEN SOUVENIRS!
I INTENDED TO PRESSURE HIM IN CASE HE KNOWS MORE THAN HE'S TELLING ABOUT THE CARNAGE COPYCAT!
YOU'D BETTER SCOOT BEFORE MY BACK-UP ARRIVES!
SOME EAGER BEAVER MAY WANT TO QUESTION YOU ABOUT THAT SKELETON THAT IS ALLEGEDLY MISSING FROM THE MORGUE!
Uh... THANKS!
IT'S THE LEAST I CAN DO...
I STILL OWE YOU... THAT'S IF YOU'RE THE SAME SPIDER-MAN WHO SAVED MY SON A FEW MONTHS BACK!
THE COSTUME MAY BE NEW, BUT I'M STILL THE ORIGINAL WALL-CRAWLER!
Okay, so maybe I'm fudging the truth. Considering the circumstances, I doubt PETE will mind if I claim his save!

BARELY TWENTY MINUTES LATER...
S.W.A.T.
OPEN UP, DICKERSON! THIS IS THE POLICE!
W-WHAT'S THE BIG IDEA, TREVANE?
YOU'RE UNDER ARREST, MY FRIEND!
I-IT'S THAT STINKING CLUB, RIGHT?
DON'T SAY A WORD, DICKERSON! NOT UNTIL AFTER WE'VE READ YOU YOUR RIGHTS!
YOU MAY WANT A LAWYER PRESENT!
G-GIMME A BREAK, TREVANE! ALL I EVER WANTED TO BE WAS A REAL COP LIKE YOU, BUT THE BEST I COULD DO WAS A SECURITY GIG!
P-PLEASE DON'T FLUSH ME! I'M WILLING TO DEAL--!

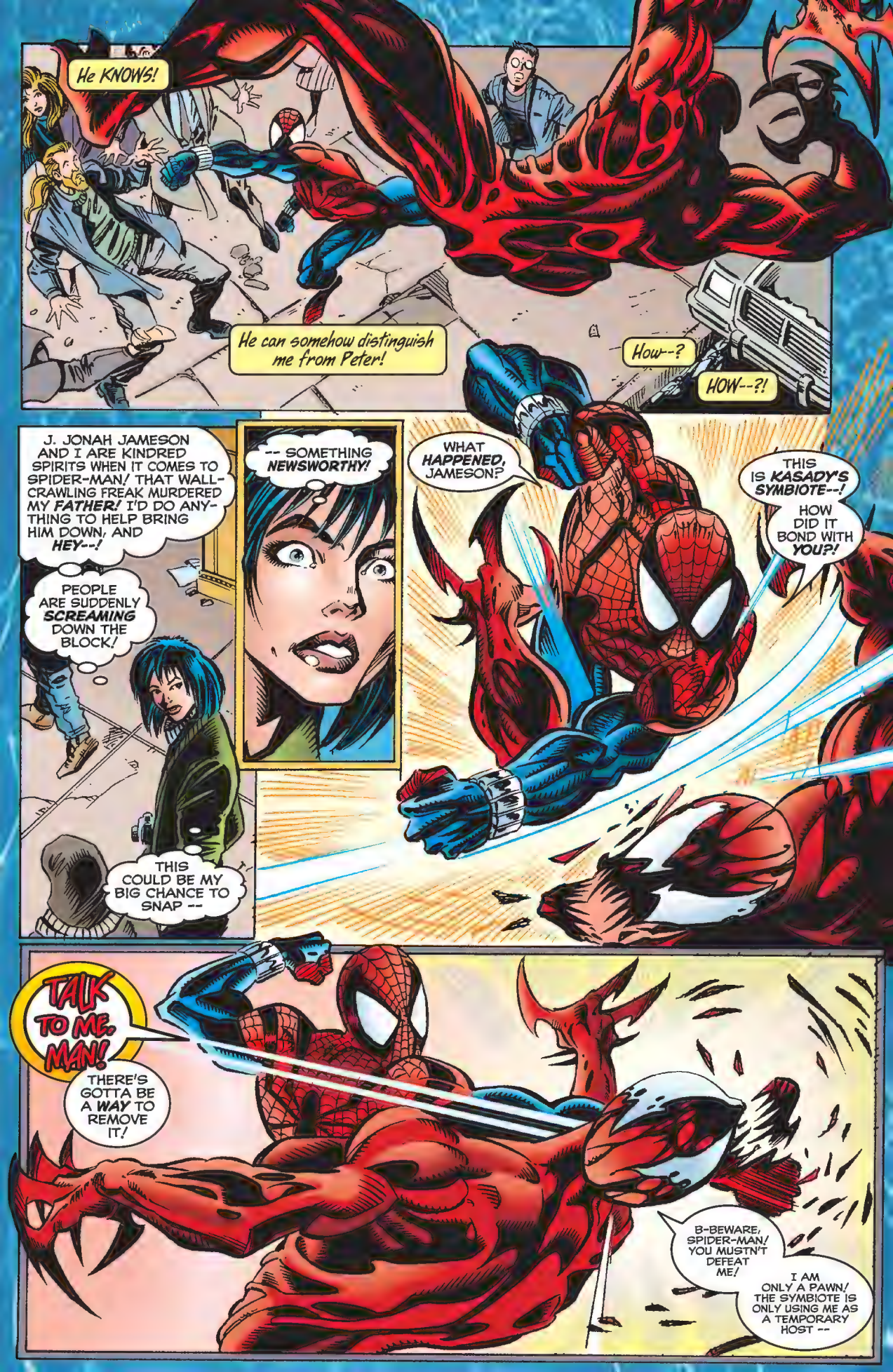

AND SO, A FEW HOURS LATER...
IF THIS SCANDAL SHEET IS TO BE BELIEVED, THE INVESTIGATION INTO THE CARNAGE COPYCAT RESULTED IN A STRING OF EARLY MORNING ARRESTS--
--BUT THE POLICE WON'T CONFIRM THAT THEY HAVE THE ACTUAL PERPETRATOR IN CUSTODY!
YOU THINK THEY'RE HIDING SOMETHING?
IN AN ELECTION YEAR?!
FAT CHANCE!
I'd like to believe BUZZ is merely sticking with the sardonic!
I'd rather concentrate on PETER --
-- The SKELETON --
-- And JESSICA!
But, like the man says...
Fat chance!

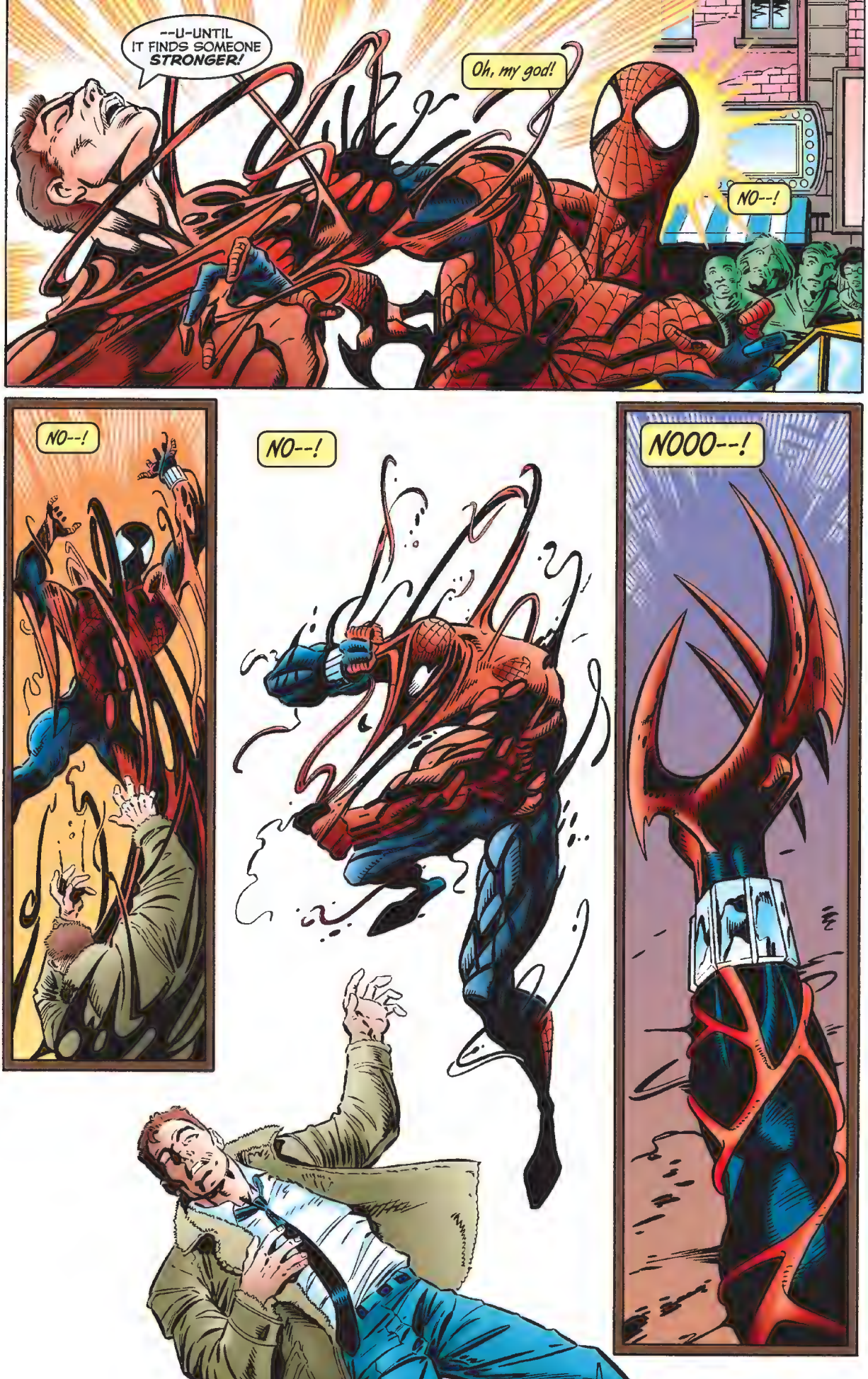

AND, SPEAKING OF BEN REILLY'S OTHER PROBLEMS...
PETER, I STILL DON'T UNDERSTAND WHY YOU INSIST ON CONFRONTING SEWARD TRAINER!
BEN AND I ORIGINALLY USED HIS EQUIPMENT TO DETERMINE WHICH OF US WAS A CLONE OF THE OTHER!*
* SEE SPECTACULAR SPIDER-MAN #226. – Clone-Bob!
THE INFORMATION WE LEARNED ABOUT THE SKELETON CASTS SERIOUS DOUBTS ON OUR CONCLUSIONS!
WHAT MAKES YOU THINK SEWARD WILL EVEN AGREE TO SEE YOU?
THAT'S EASY, MARY JANE. I PHONED AHEAD FOR AN APPOINTMENT!
HOSPITAL SWITCHBOARD --?
PLEASE CONNECT ME WITH ONE OF YOUR PATIENTS -- SEWARD TRAINER!
Y-YES...OF COURSE... I... RECOGNIZE YOUR VOICE!
I... UNDERSTAND!
IS SOMETHING WRONG, Mr. TRAINER? YOU SUDDENLY LOOK PALE!
I... Uh... I NEED A FAVOR, NURSE.
PLEASE INFORM THE FRONT DESK THAT --
-- I AM UNABLE TO ISSUE YOUR VISITOR PASSES! THE PATIENT HAD A MINOR SETBACK, AND CANNOT RECEIVE GUESTS AT THIS TIME!
B-BUT HE WAS FINE WHEN WE SPOKE EARLIER!
COMPLICATIONS SOMETIMES ARISE. TRY AGAIN TOMORROW.
YEAH... SURE!
IS SEWARD DELIBERATELY DUCKING ME? WHY?! WHAT'S HE HIDING?

AND, A FEW HOURS LATER...
VERY NICE! YOUR SAMPLES SHOW ENORMOUS POTENTIAL, MISS --
JESSICA. JESSICA CARRADINE.
I APPLAUD YOUR EFFORTS, JESSICA.
SPIDER-MAN IS NOT THE EASIEST SUBJECT TO CAPTURE ON FILM.
BUT HE IS AN EXCITING ONE, Mr. ROBERTSON.
MAYBE SO, BUT THE DAILY BUGLE DOESN'T BUY MERE ACTION SHOTS OR PIN-UP POSES!
THIS IS A NEWSPAPER... NOT A FAN MAGAZINE!
OUR SPACE IS LIMITED. EVERY PHOTO MUST TELL A NEWSWORTHY STORY!
LISTEN TO THE MAN, YOUNG LADY! HE'S THE BEST IN THE BUSINESS.
AFTER ME, OF COURSE!
Y-YOU'RE J. JONAH JAMESON --!
I WAS WALKING PAST WHEN I HEARD SOMEONE MENTION THAT MISERABLE WALL-CRAWLING CREEP!
JESSICA HAS SOME SHOTS OF HIM IN HIS NEW COSTUME!
REALLY --?!
NOT BAD! NOT BAD AT ALL! BUT JOE'S RIGHT. THIS MATERIAL IS MUCH TOO TAME FOR US!
THAT WEB-SWINGING WEIRDO IS A PUBLIC MENACE, AND IT'S OUR DUTY TO NAIL HIM!
THE WORSE HE LOOKS, THE BETTER YOUR CHANCES FOR A SALE!
DON'T YOU WORRY, Mr. JAMESON...
YOU CAN COUNT ON ME!

SOMETIME LATER...
ALMOST MIDNIGHT, AND OUR BOY IS AT IT, AGAIN!
I WAS SORRY TO HEAR ABOUT DICKERSON!
YEAH... YOU THINK YOU KNOW SOMEONE --/ THANKS FOR TAKING HIS SHIFT AT THE LAST MOMENT, PHIL.
THE OVERTIME WILL COME IN HANDY. YOU CAN LEAVE WHENEVER YOU WANT. I SEE STEVENS HEADING DOWN THE HALLWAY.
There's Jameson!
Right on schedule!
Peter would freak if he knew I was dogging his bud!
TOUGH!
I had a hunch that the Carnage-like character I ran into last night was somehow connected to RAVENCROFT --
-- and, from the way my spider- sense is buzzing, I may have hit the JACKPOT!
I've gotta get to the bottom of this mystery so that I can devote myself to figuring out where I stand with JESSICA --
-- And to healing the RIFT that seems to be growing between me and Pete over Seward Trainer!
I trust Seward IMPLICITLY...

WHOA!
WHAT THE?!
YOU'VE BEEN VERY CARELESS, WEB-MAN!
Somehow... the Carnage symbiote has taken over Jameson!
I SPOTTED YOU IN MY REAR-VIEW MIRROR!
YOU REALLY SHOULD BE MORE CAUTIOUS!
IN YOUR BUSINESS, SUCH LAPSES COULD CERTAINLY PROVE FATAL... TO YOU --
NO--!
LEAVE THOSE PEOPLE ALONE! THIS IS STRICTLY BETWEEN YOU AND ME, JAMESON!
-- OR THOSE YOU SEEK TO PROTECT!
I-IT'S CARNAGE!
W-WE'RE ALL GONNA DIE!
WRONG-O! YOU ARE NOT MY TRUE ENEMY!
YOU ARE NOT THE SPIDERY SPECTER WHO HAUNTS THE DREAMS OF KASADY!
ARE YOU MY SCARLET FRIEN -- UGNN!
KWAP


He KNOWS!
He can somehow distinguish me from Peter!
How--?
HOW--?!
J. JONAH JAMESON AND I ARE KINDRED SPIRITS WHEN IT COMES TO SPIDER-MAN! THAT WALL-CRAWLING FREAK MURDERED MY FATHER! I'D DO ANYTHING TO HELP BRING HIM DOWN, AND HEY--!
PEOPLE ARE SUDDENLY SCREAMING DOWN THE BLOCK!
THIS COULD BE MY BIG CHANCE TO SNAP --
-- SOMETHING NEWSWORTHY!
WHAT HAPPENED, JAMESON?
THIS IS KASADY'S SYMBIOTE--!
HOW DID IT BOND WITH YOU?!
TALK TO ME, MAN!
THERE'S GOTTA BE A WAY TO REMOVE IT!
B-BEWARE, SPIDER-MAN! YOU MUSTN'T DEFEAT ME!
I AM ONLY A PAWN! THE SYMBIOTE IS ONLY USING ME AS A TEMPORARY HOST --


--U-UNTIL IT FINDS SOMEONE STRONGER!
Oh, my god!
NO--!
NO--!
NO--!
NOOO--!

Yesss!
I am reborn in BLOOD and AGONY!
I am remade into the bringer of DEATH and DESTRUCTION!
CHAOS is my only love---
And CARNAGE is my name!

FDNY
FREE am I!
Free from the LAWS of man!
Free from the petty RESTRICTIONS of a deceitful and dying society!
Free from the burdensome RESPONSIBILITIES that have long dulled my life --
--- And DENIED me even the slightest hope for happiness!
IT'S HIM! SPIDER-MAN IS GOING TOTALLY BERSERK, AND HE'S ACTING LIKE THE MONSTER I'VE ALWAYS KNOWN HE WAS!
GET OUT YOUR CHECKBOOK, JJJ --
-- YOUR GREATEST FANTASY WILL SOON BE RECORDED FOR POSTERITY!
NIKONIKA
HA, HA, HAA!

With my newfound power, I am finally free to INDULGE my slightest whim!
Without GUILT!
Without REMORSE —
— Or RESTRAINT!
At long last, I can strike back at EVERYONE who has ever betrayed or tormented me!
EVERYONE!
EVERYONE!

APR • 67
MARVEL
SPIDER-MAN GROUP
APPROVED BY THE COMICS CODE AUTHORITY
SPIDER-MAN
JRJR
AW
WEB OF CARNAGE
PART 3 OF 4

HE WATCHES THROUGH EYES NO LONGER HIS AND HIS ALONE.
HIS BODY IS PULLED INTO ACTION AGAINST HIS WILL.
HIS MIND IS FILLED WITH THE SCREAMING VOICE OF AN ALIEN PRESENCE WHICH VIES FOR CONTROL OF ALL THAT IS HIM.
A SHORT TIME AGO, HE CALLED HIMSELF BEN REILLY, THE AMAZING SPIDER-MAN.
BUT THAT WAS BEFORE HE CONFRONTED THE ALIEN SYMBIOTE WHICH WAS ONCE BONDED WITH THE SERIAL KILLER CLETUS KASADY.
AS THE VERY SAME SYMBIOTE MOVES THROUGH HIS BLOODSTREAM, STROKING NERVE ENDINGS AND SEEKING A PLACE OF PERMANENT REFUGE, HE IS NOW...
...SPIDER-CARNAGE.
WEB OF CARNAGE PART 3
WHO AM I?
His given name is Peter Parker. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself Ben Reilly, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility! STAN LEE PRESENTS: SPIDER-MAN in:
HOWARD MACKIE/ JOHN ROMITA JR. STORY/ART
AL WILLIAMSON & AL MILGROM INKS
KEVIN TINSLEY COLORIST
MAILBU'S HUES COLOR SEPS
RICHARD STARKINGS AND COMICRAFT LETTERING
ERIC FEIN EDITOR
BOB BUDIANSKY EXECUTIVE EDITOR
BOB HARRAS EDITOR IN CHIEF

I am free.

I am whole.

I am powerful.

NO!

Hurts... so... much... but... have... to... fight... it...

Alien... thoughts... tearing... at... my... mind...

...got to... control... it.

NO!

This vessel is MINE to command.

Even with your enhanced strength...

...you are WEAK.

The girl.

I sense she means something to you.

Then hers will be the first blood to be spilled by my hands as Spider-

NO!

JESSICA! Get... away!

Her obsession... with Spider-Man... making her blind to the... danger.

Got to fight it.

Got to gain control.

Got to...

SOMETHING'S NOT RIGHT HERE.

IT'S LIKE SPIDER-MAN'S COSTUME HAS COME ALIVE.

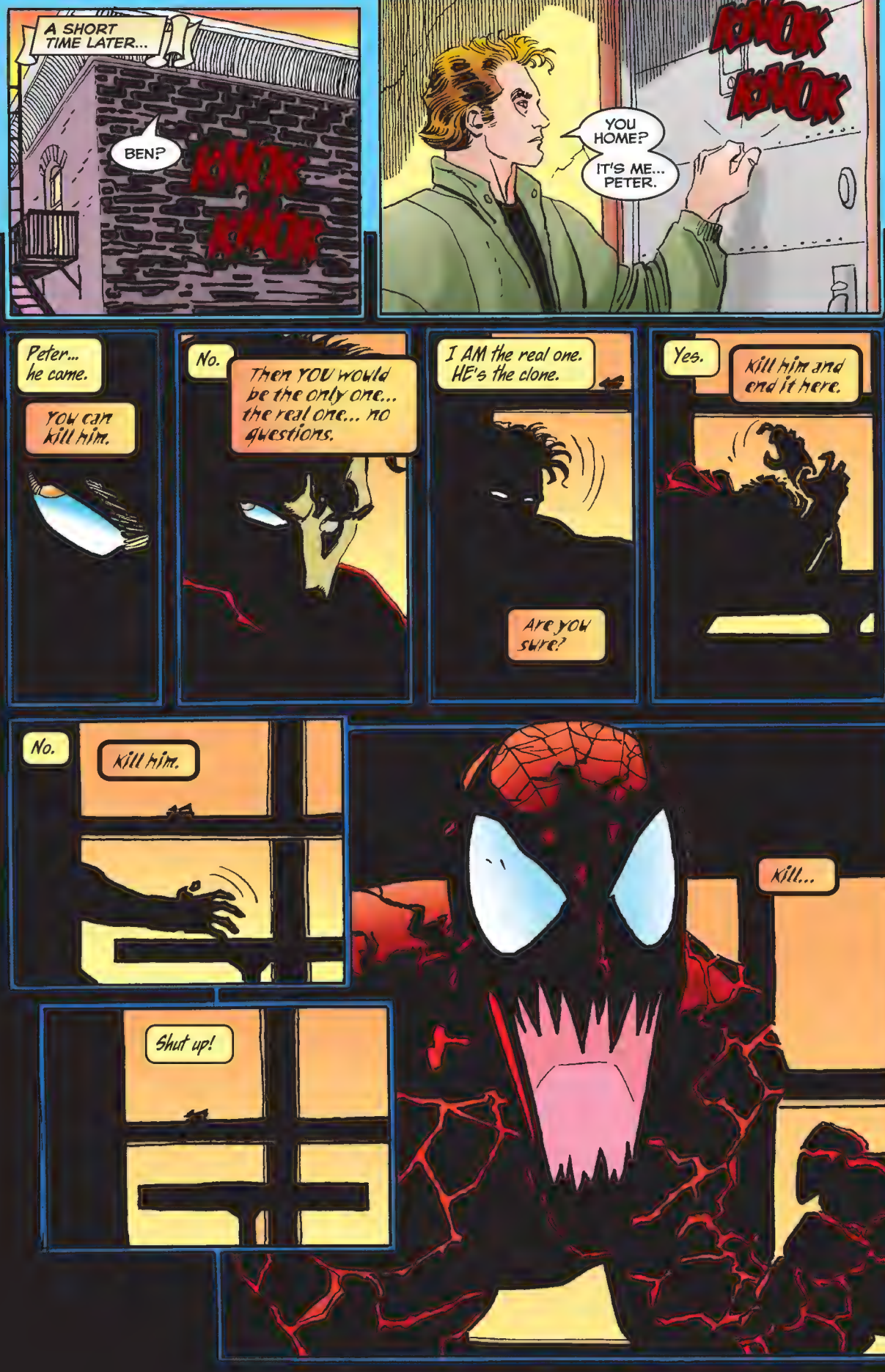
LIKE HE'S FIGHTING WITH HIMSELF.

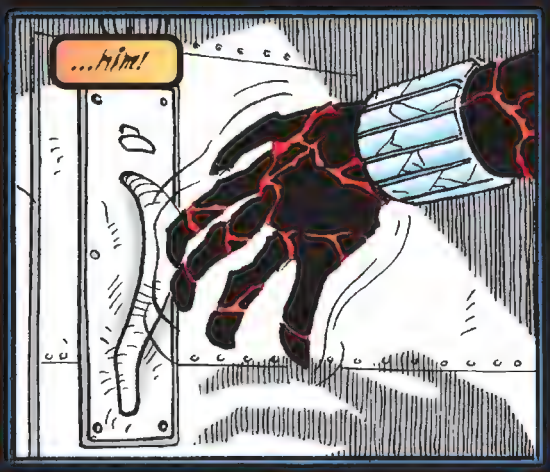
LIKE HE'S LOSING!
That's... it!
Almost got it.
Head is clearing.
It's out of my mind, but...
...it's not going AWAY!
Disappearing inside of me... can feel it in my blood...
...can't let it escape again.
KLIK KLIK WHIRR
GET... AWAY.
DON'T KNOW HOW LONG I CAN KEEP THIS THING UNDER CONTROL.
NOT A CHANCE.
THE POLICE ARE ON THEIR WAY.
AND I'M GOING TO BE HERE TO SAVOR EVERY SECOND OF THEM TAKING YOU AWAY.
YOU DESERVE NOTHING MORE... NOT AFTER WHAT YOU DID TO MY FATHER.

I SAID...
...GET AWAY FROM ME!
KRAK
AND STAY AWAY.
WHAT WAS THAT THING?
IT WAS SPIDER-MAN...
...I THINK.
Go home... calm down... stay in control.
Need to figure out what to do next... need to get a hold of Peter... need his help.

ELSEWHERE...
WHO AM I?
I USED TO THINK I KNEW.
NOW...
...I'M JUST NOT SO SURE.
I USED TO SWING ACROSS THIS CITY KNOWING THAT I COULD MAKE A DIFFERENCE.
BUT THAT WAS BEFORE.
BEFORE BEN REILLY.
BEFORE THE JACKAL AND THE CLONES BECAME SUCH A PART OF MY LIFE.
BEFORE MARY JANE AND I MOVED OUT WEST.
BEFORE I LOST MY POWERS.
BEFORE.

PETER!
WHAT ARE YOU DOING?
GETTING SOME AIR... THINKING.
AND RISKING YOUR LIFE BY STANDING SO CLOSE TO THE EDGE.
SORRY, MJ, BUT I'M REALLY OKAY.
I DO HAVE SOME EXPERIENCE ON ROOFTOPS, YOU KNOW.
YES, BUT THAT WAS BEFORE.
YEAH... I KNOW.
NOW I'M JUST REGULAR OLD PETER PARKER.
HUSBAND, FATHER, SCIENCE GUY AND PART-TIME PHOTOGRAPHER.
PRETTY BORING STUFF.
WELL I LIKE THE BORING PETER PARKER AND I DON'T WANT TO LOSE HIM... EVER.
SO LET'S JUST KEEP THE ROOFTOP WANDERING TO A MINIMUM... OKAY?
OKAY.
PETER, BEN CALLED A LITTLE WHILE AGO. HE SOUNDED AWFUL. I THINK MAYBE YOU SHOULD GO SEE IF --
IN A MINUTE. FIRST I NEED TO SPEND A MINUTE WITH THE MOTHER OF MY CHILD.
BRAAP


A SHORT TIME LATER...
BEN?
KNOCK KNOCK
KNOCK KNOCK
YOU HOME?
IT'S ME... PETER.
Peter... he came.
You can kill him.
No.
Then YOU would be the only one... the real one... no questions.
I AM the real one. HE's the clone.
Are you sure?
Yes.
Kill him and end it here.
No.
Kill him.
Kill...
Shut up!

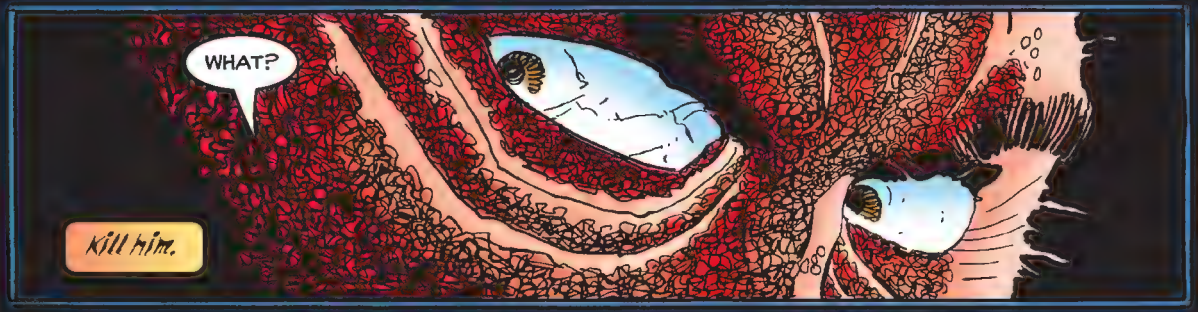

...him!

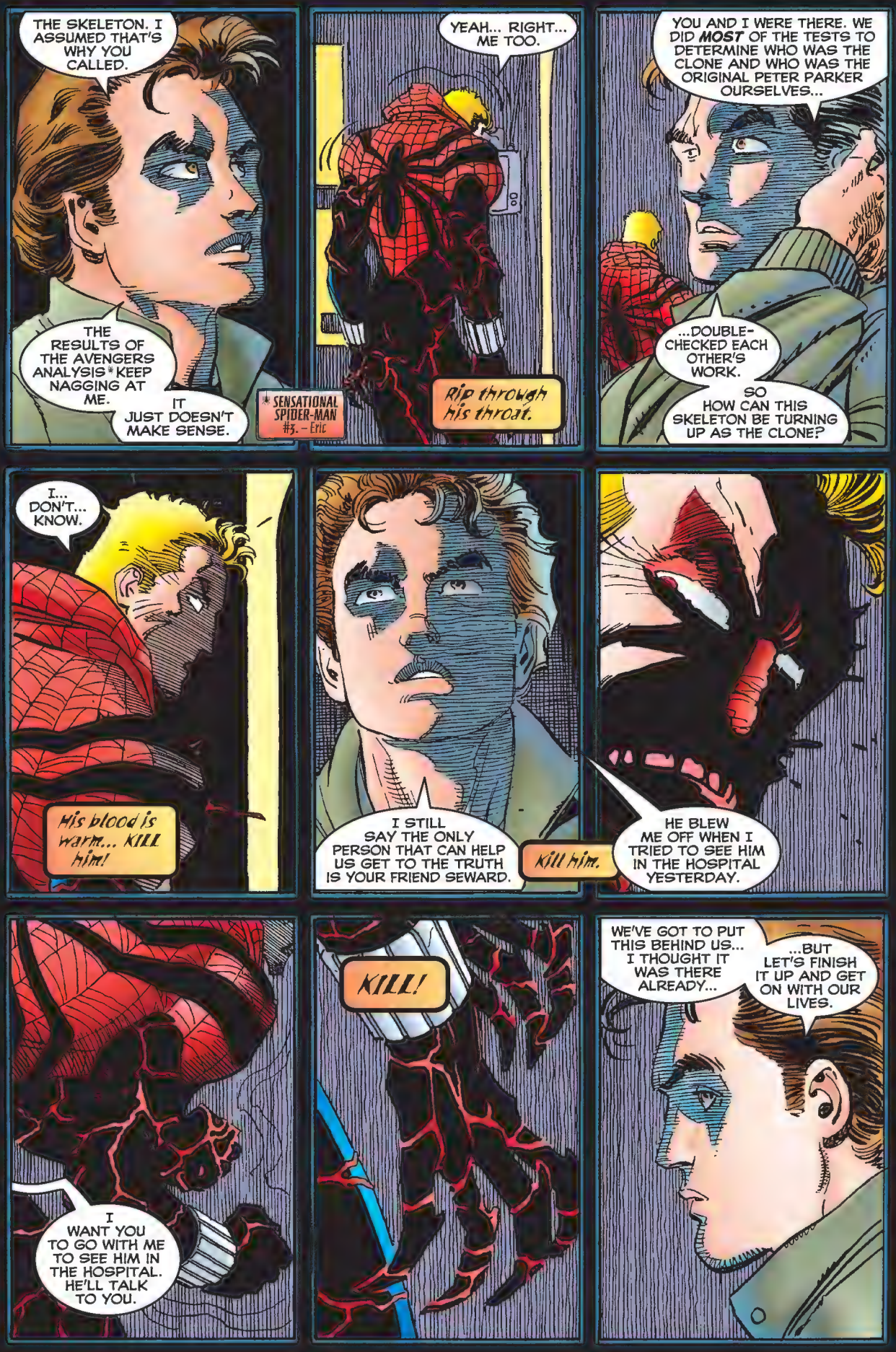
BEN?
MARY JANE SAID YOU CALLED.

ARE YOU FEELING OKAY? YOU LOOK TERRIBLE.
YEAH... WELL... THE LIFE OF A BIG TIME SUPER HERO.
BEEN THERE... DONE THAT... DON'T WANT TO GO THERE AGAIN.

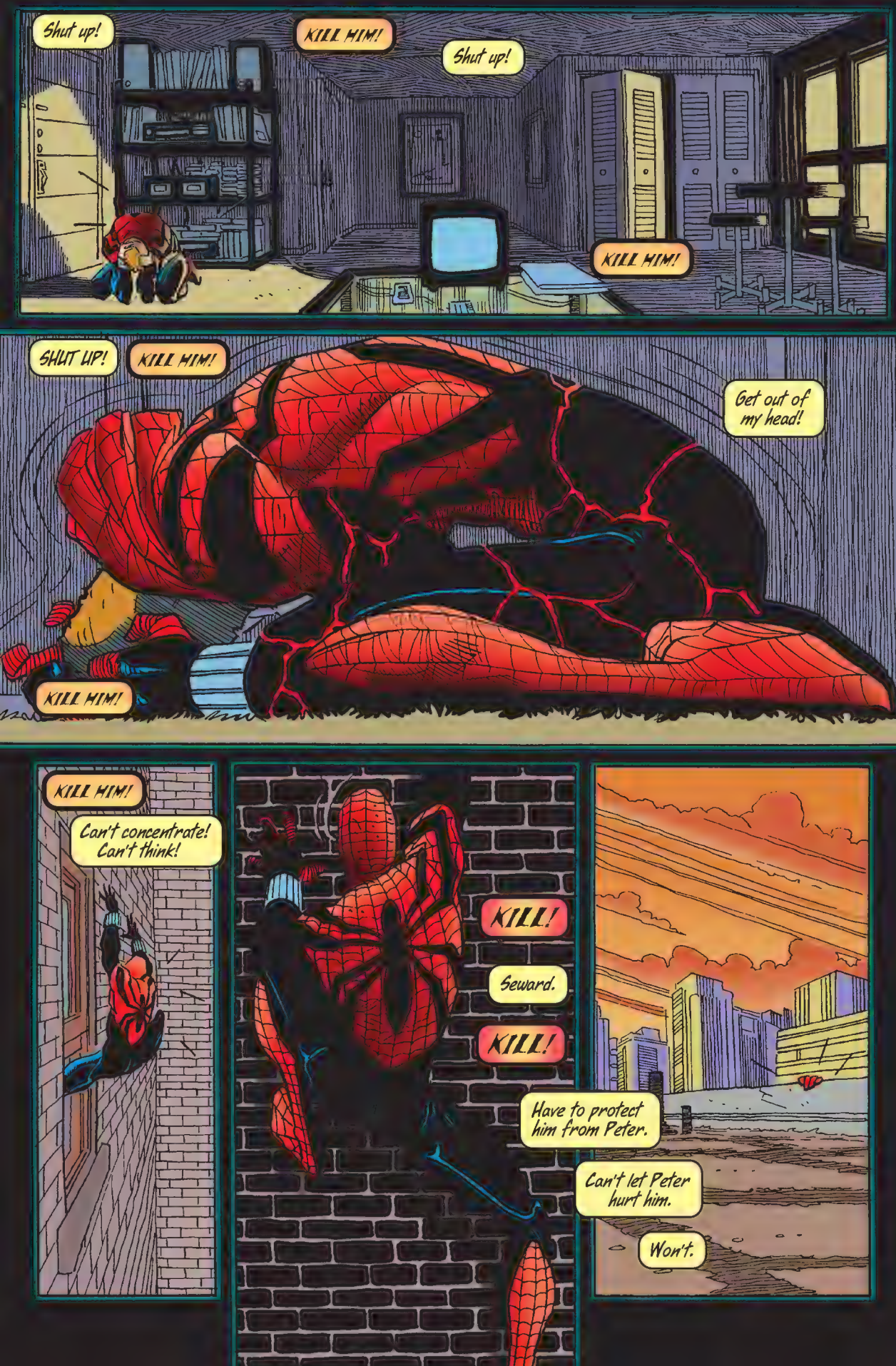
I STILL CAN'T GET OVER THIS APARTMENT.
IT'S A LOT NICER THAN THE FIRST PLACE I HAD IN MANHATTAN.
I'LL TELL THAT TO THE RATS.

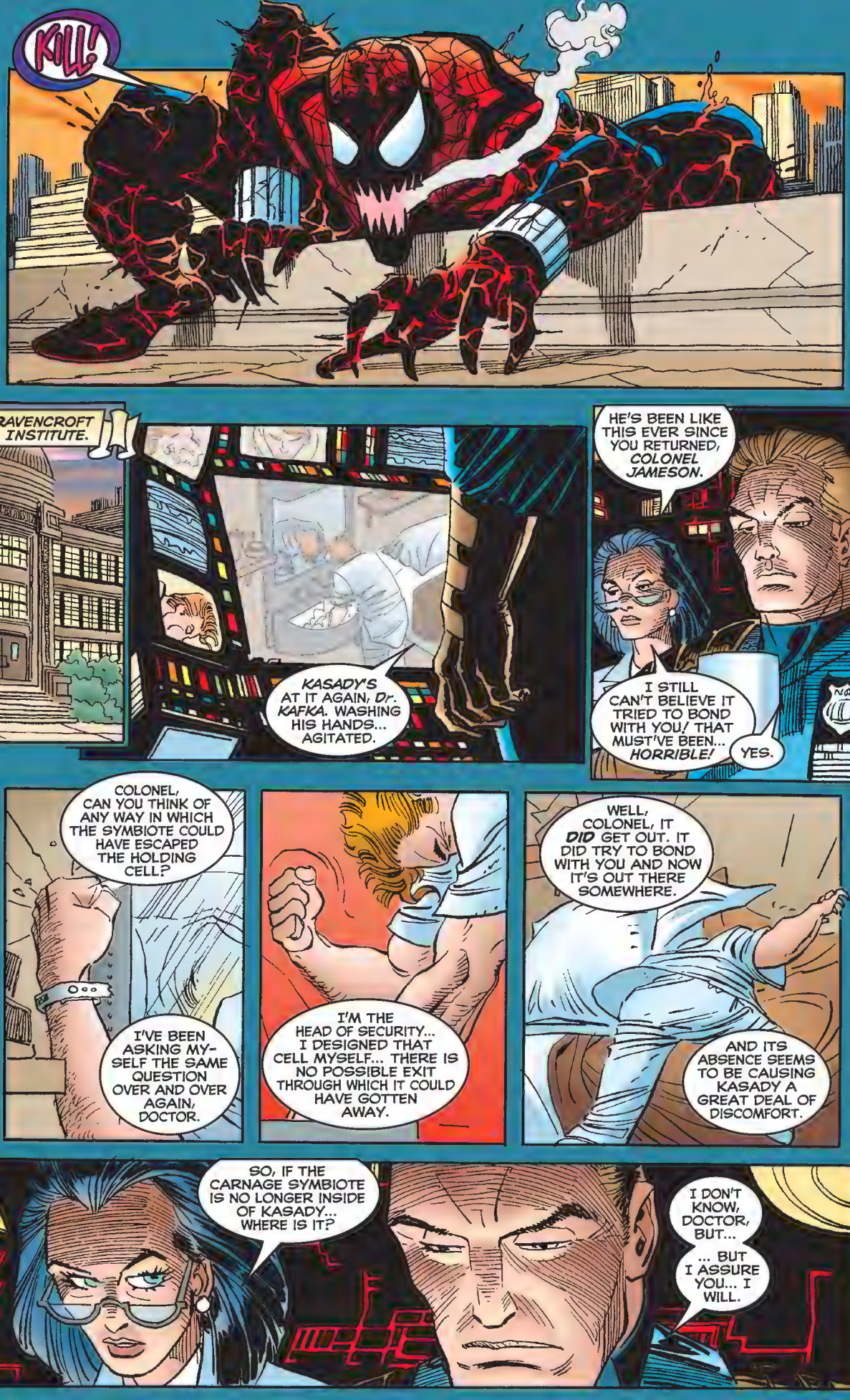
SO... WHAT ARE WE GOING TO DO ABOUT IT?


WHAT?
Kill him.


THE SKELETON. I ASSUMED THAT'S WHY YOU CALLED.
THE RESULTS OF THE AVENGERS ANALYSIS* KEEP NAGGING AT ME.
IT JUST DOESN'T MAKE SENSE.
* SENSATIONAL SPIDER-MAN #3. - Eric
YEAH... RIGHT... ME TOO.
Rip through his throat.
YOU AND I WERE THERE. WE DID MOST OF THE TESTS TO DETERMINE WHO WAS THE CLONE AND WHO WAS THE ORIGINAL PETER PARKER OURSELVES...
...DOUBLE-CHECKED EACH OTHER'S WORK.
SO HOW CAN THIS SKELETON BE TURNING UP AS THE CLONE?
I... DON'T... KNOW.
His blood is warm... KILL him!
I STILL SAY THE ONLY PERSON THAT CAN HELP US GET TO THE TRUTH IS YOUR FRIEND SEWARD.
Kill him.
HE BLEW ME OFF WHEN I TRIED TO SEE HIM IN THE HOSPITAL YESTERDAY.
I WANT YOU TO GO WITH ME TO SEE HIM IN THE HOSPITAL. HE'LL TALK TO YOU.
KILL!
WE'VE GOT TO PUT THIS BEHIND US... I THOUGHT IT WAS THERE ALREADY...
...BUT LET'S FINISH IT UP AND GET ON WITH OUR LIVES.

SO HOW ABOUT YOU GET DRESSED...
KILL!
...AND THE TWO OF US GO TO SEE HIM TOGETHER?
KILL!
AND GET TO THE TRUTH.
KILL! KILL! KILL!
NO!
WHAT?
NO. I WON'T GO WITH YOU TO SEE SEWARD.
WHY NOT?
His arm.
DON'T YOU WANT TO GET TO THE TRUTH?
Tear it off.
DON'T YOU WANT TO KNOW WHAT SEWARD IS HIDING?
I ALREADY KNOW THE TRUTH.
AND I TRUST SEWARD. HE SAVED MY LIFE.
I DON'T THINK HE'S HIDING ANYTHING. NOW I THINK YOU SHOULD LEAVE.
FINE. I'LL GO MYSELF. AND THIS TIME I'LL MAKE HIM TALK TO ME!
FWAM
You should have killed him.


Shut up!
KILL HIM!
Shut up!
KILL HIM!
SHUT UP!
KILL HIM!
Get out of my head!
KILL HIM!
KILL HIM!
Can't concentrate! Can't think!
KILL!
Seward.
KILL!
Have to protect him from Peter.
Can't let Peter hurt him.
Won't.


KILL!
RAVENCROFT INSTITUTE.
KASADY'S AT IT AGAIN, Dr. KAFKA. WASHING HIS HANDS... AGITATED.
HE'S BEEN LIKE THIS EVER SINCE YOU RETURNED, COLONEL JAMESON.
I STILL CAN'T BELIEVE IT TRIED TO BOND WITH YOU! THAT MUST'VE BEEN... HORRIBLE!
YES.
COLONEL, CAN YOU THINK OF ANY WAY IN WHICH THE SYMBIOTE COULD HAVE ESCAPED THE HOLDING CELL?
I'VE BEEN ASKING MYSELF THE SAME QUESTION OVER AND OVER AGAIN, DOCTOR.
I'M THE HEAD OF SECURITY... I DESIGNED THAT CELL MYSELF... THERE IS NO POSSIBLE EXIT THROUGH WHICH IT COULD HAVE GOTTEN AWAY.
WELL, COLONEL, IT DID GET OUT. IT DID TRY TO BOND WITH YOU AND NOW IT'S OUT THERE SOMEWHERE.
AND ITS ABSENCE SEEMS TO BE CAUSING KASADY A GREAT DEAL OF DISCOMFORT.
SO, IF THE CARNAGE SYMBIOTE IS NO LONGER INSIDE OF KASADY... WHERE IS IT?
I DON'T KNOW, DOCTOR, BUT...
... BUT I ASSURE YOU... I WILL.

A SHORT TIME LATER...
AM I PARANOID OR IS EVERY-ONE OUT TO GET ME?
THIS PART OF MY LIFE IS SUPPOSED TO BE BEHIND ME.
I MADE PEACE WITH WHO I AM AND *WHAT* I AM AND NOW IT'S ALL COMING BACK TO HAUNT ME.
THE SKELETON... SEWARD'S BEHAVIOR... AND THEN BEN BLOWING OFF AT ME.
THERE'S SOMETHING GOING ON...
... AND I'M GOING TO FIND OUT WHAT.
SEWARD TRAINER IS GOING TO SPEAK TO ME... HE'S GOING TO TELL ME THE TRUTH AND THEN...
NO MATTER WHAT THE ANSWER. I'M TAKING MY WIFE AND HEADING BACK OUT WEST...
... AND START HAVING THE LIFE I'VE ALWAYS WANTED.
KILL!

NO!
I'm... NOT... going to... hurt him!
I can't... control... this... thing.
Just... want... to... protect... Seward.
KIII!
AT THE HOSPITAL, A SHORT TIME LATER...
THIS IS TRAINER'S ROOM, BUT THE BED... EMPTY?
EXCUSE ME, NURSE..? I WAS LOOKING FOR Dr. TRAINER. HE'S A PATIENT HERE.
THAT HE **WAS.** BUT HE CHECKED OUT EARLIER TODAY.
AT THAT MOMENT, ON THE ROOF...
YOU MUST kill!
Destroy the ones that would hurt you... us.
NO.
Get OUT of my head.
Get out of my BODY!
You cannot win!
I will EXTERMINATE you first.
Take your best shot.

TEN FLOORS BELOW...
EXCUSE ME... I'M LOOKING FOR ADMINISTRATION... A Ms. HUNTER?
YOU FOUND THEM BOTH. WHAT CAN I DO FOR YOU?
I WAS TOLD TO SPEAK TO YOU REGARDING PATIENT INFORMATION.
I'M TRYING TO TRACK DOWN A RECENTLY CHECKED OUT PATIENT... A Dr. SEWARD TRAINER?
I WAS WONDERING IF HE LEFT A FORWARDING, OR BILLING, ADDRESS?
SORRY, ALL PATIENT RECORDS ARE CONFIDENTIAL.
NOW IF YOU'LL EXCUSE ME, I --
WHAT THE..?
SID? WHAT'S GOING ON HERE? WHY ALL THE SECURITY?
WHILE THEY'RE ALL DISTRACTED... GOT TO WORK FAST... CALL UP SEWARD'S FILE AND...
...I'M GOOD!
NO FORWARDING ADDRESS, BUT TRAINER'S BILLS WERE ALL PAID FOR BY SOMETHING CALLED THE MULTIVEX CORPORATION. Hmmm?
YOU STILL HERE? I REALLY CANNOT RELEASE ANY INFORMATION REGARDING Dr. TRAINER.
I UNDERSTAND. WE ALL HAVE JOBS TO DO.
YES... WELL... I THINK YOU SHOULD LEAVE, SIR. SECURITY HAS INFORMED ME THAT CARNAGE CREATURE IS ON THE ROOF AND WE SHOULD KEEP THE CORRIDORS CLEAR FOR THE POLICE.
CARNAGE!

KILL THEM! Kill them ALL!
I will NOT... let you... HURT them.
THIS IS RIDICULOUS, HARRY! WE'RE JUST RENT-A-COPS.
YOU TELLIN' ME, LARRY. LET'S GET OUTTA HERE BEFORE --
OOF!
OOF!
BE --!
SPIDER-MAN? IS THAT REALLY YOU?
HOW DID THIS HAPPEN? WHY DIDN'T YOU SAY SOME-THING?
ROOF
Kill him!
Kill him NOW!
STAND BACK! WE ARE HERE TO HELP!
WHO THE--?

Oh, NO! JAMESON AND HIS MEN FROM RAVEN-CROFT.
THEY'RE GOOD... BUT THEY'RE SO OUT OF THEIR LEAGUE HERE.
READY MICRO-WAVES.
TAKE POSITIONS AT ALL POINTS AROUND THE CLOCK.
CATCH HIM IN THE CROSS-FIRE...
... AND DON'T STOP FIRING UNTIL CARNAGE FALLS!
Kill them!
Kill them all!
SPILL their blood!
Make them pay!
Make them fall!

COLONEL/ WE'VE TAKEN A HIT/ LOSING CONTROL OF THE STABILIZERS/ GOT TO LAND.
SORRY, COLONEL.
IT'S OKAY, BOYLE... WE'VE GOT IT UNDER CONTROL.
LET'S FRY HIS UGLY BUTT.
YOU'VE...
... GOT...
...NOTHING!
SLAM
SMASH
No... leave him alone. Let him live.
BE QUIET, SPIDER/ CAN'T YOU SEE I'M TRYING TO WORK/
NOW SHUT UP... YOU LOSE/ I'M IN CONTROL OF THIS BODY NOW!
AND, AS MY OLD FRIEND CLETUS TAUGHT ME...
IT'S TIME TO START PAINTING THIS TOWN A LOVELY SHADE OF RED.

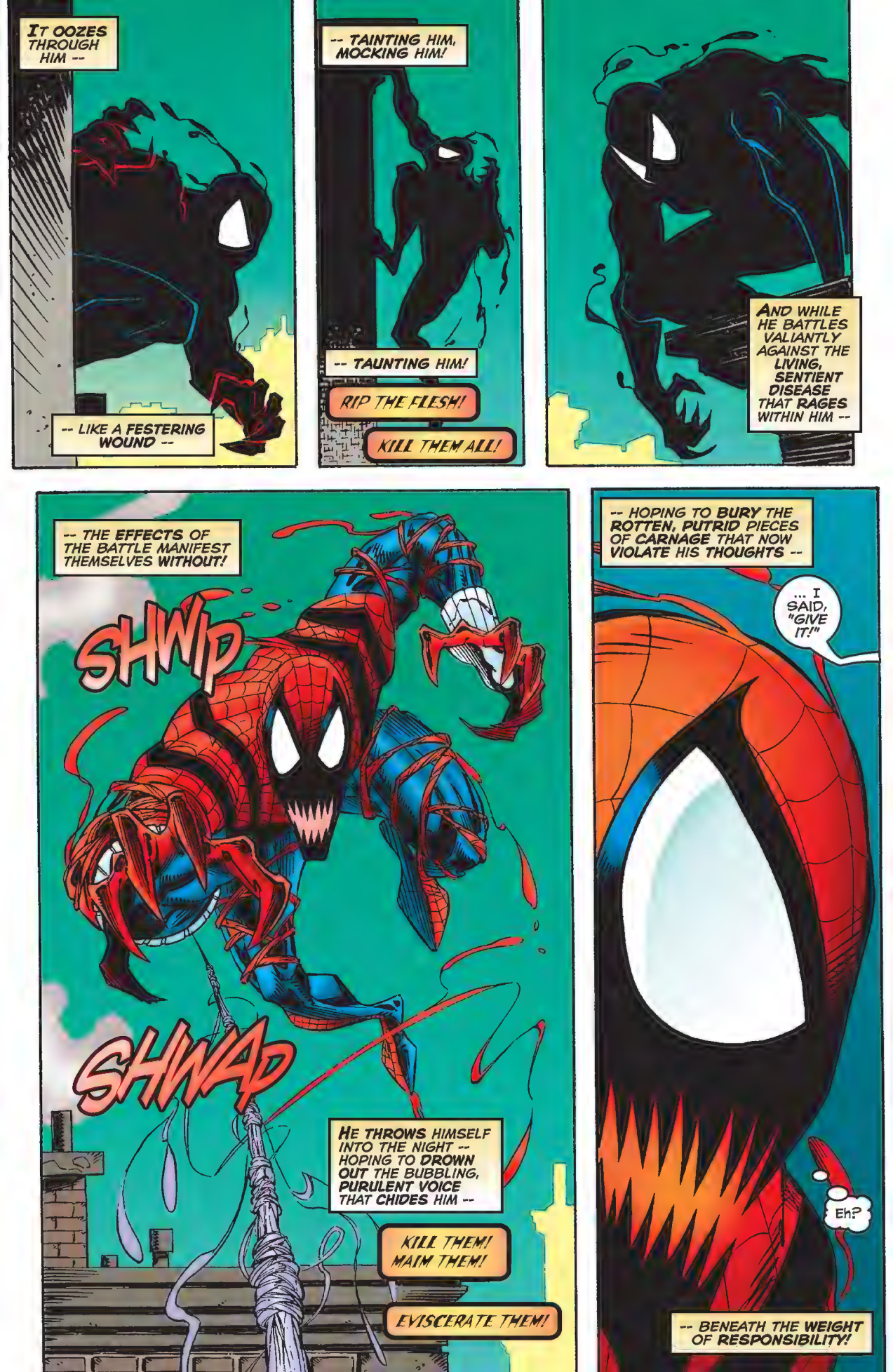
KLUNCH
NO!
What's this?
Peter Parker attempting to be SPIDER-MAN once more?
Forgetting that he no longer has the powers?
Forgetting that I DO!
NOW WATCH, REILLY, AS I DO WHAT YOU WOULDN'T, WHAT YOU SHOULD HAVE!
WATCH AS I REMOVE PETER PARKER FROM YOUR LIFE...
... EVEN AS I CLAIM YOUR LIFE FOR MY OWN!
GOING OVER THE EDGE.
TIME TO PROVE THAT I WASN'T LYING TO MJ ABOUT KNOWING MY WAY AROUND ROOFS.
TIME TO PUT UP OR ...
GOT IT!

IT'S OVER.
YOU DIE!
BEN... DON'T... DON'T DO THIS.
I'M SORRY... BEN IS NOT AVAILABLE AT THE MOMENT...
PLEASE LEAVE A MESSAGE AT THE SOUND OF THE TEARING FLESH AND HE'LL TRY TO GET BACK TO YOU... IN ANOTHER LIFE!
BEN, YOU' VE GOT TO FIGHT IT.
YOU CAN DO IT... I DID.
IT'S A SYMBIOTE, BEN.
IT NEEDS YOU TO SURVIVE.
YOU CAN'T JUST LET IT TAKE OVER.
FIGHT IT, BEN... HELP ME.
THE LIGHTS ARE ON, BUT NOBODY'S HOME!
SYMBIOTE... A MUTUALLY BENEFICIAL RELATIONSHIP BETWEEN TWO ORGANISMS.
LOOKS LIKE BEN IS CALLING IN HIS MARKER ON THIS RELATIONSHIP, PETER.
AND THE TAKING OF YOUR LIFE IS IT.
BYE-BYE!
BEN... DON'T... PLEASE.

I WON'T.
YOU IN CONTROL?
BARELY.
WHY DIDN'T YOU SAY SOMETHING? NOW I UNDERSTAND WHY YOU FLEW OFF THE HANDLE BACK AT YOUR APARTMENT... WHY YOU WERE SO DEFENSIVE OF SEWARD.
YOU'RE NOT YOURSELF. YOU SHOULD HAVE TOLD ME... I UNDERSTAND.
YOU... UNDERSTAND... NOTHING!
I DON'T WANT YOUR SELF-RIGHTEOUS FORGIVENESS... OR YOUR UNDERSTANDING!
NO MATTER WHAT I'M GOING THROUGH TODAY; THAT CHANGES NOTHING ABOUT HOW I FEEL ABOUT SEWARD! STAY... AWAY... FROM... HIM!
OR... I... WILL... NOT... BE... RESPONSIBLE... FOR... WHAT WE DO!
I'M SORRY, BEN. THAT'S NOT GOING TO HAPPEN.
SOMEHOW I'M GOING TO GET THE TRUTH AND FIGURE OUT A WAY TO STOP YOU...
... NO MATTER WHAT.

WEB OF CARNAGE PART 4 OF 4
APPROVED BY THE COMICS CODE AUTHORITY
APR • 233
MARVEL SPIDER-MAN GROUP
THE SPECTACULAR SPIDER-MAN

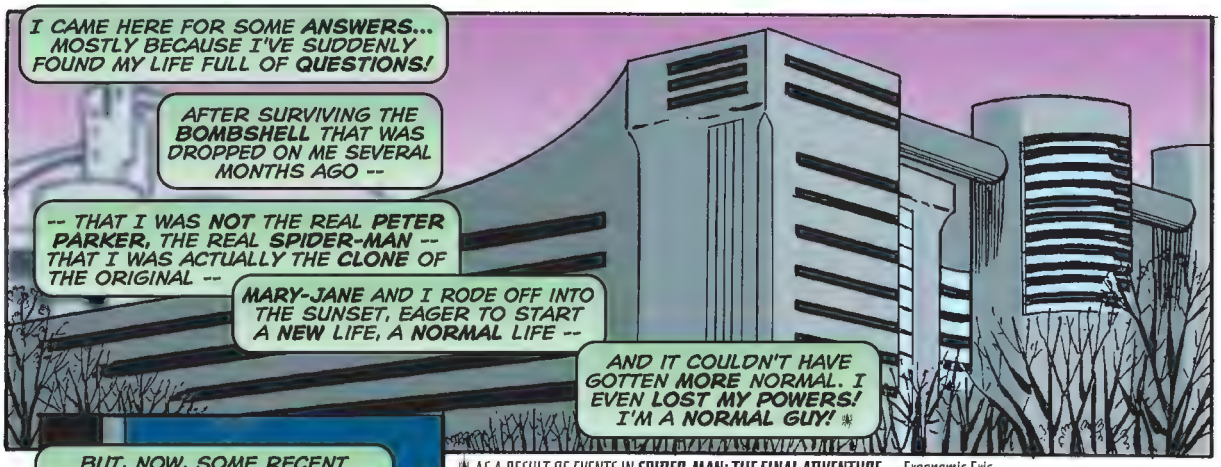
His given name is Peter Parker. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself Ben Reilly, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!
STAN LEE PRESENTS THE SPECTACULAR SPIDER-MAN
HE STRUGGLES TO CONTROL IT--
CUTS!
-- STRUGGLES TO CONTAIN THE ROILING, EVIL MADNESS THAT IS BEING VOMITED THROUGH HIS HEAD --
BLOOD!
-- SLICING AWAY AT HIS MIND WITH A LITANY OF VULGARITIES AND VIOLENCE!
BRAINS!
INFECTED BY THE MURDEROUS CARNAGE SYMBIOTE, BEN REILLY --
-- SPIDER-MAN --
-- WAGES WAR WITHIN HIMSELF, FIGHTING TO MAINTAIN A GRASP ON THE MALEVOLENT CARNAGE --
-- AS WELL AS HIS FLEETING SANITY!
INNER DEMONS
WEB OF CARNAGE PART 4
TODD DEZAGO WRITER
SAL BUSCEMA BREAKDOWNS
ART THIBERT & JOHN STANISCI FINISHES
RICHARD STARKINGS AND COMICRAFT LETTERING
JOHN KALISZ COLORS
MALIBU'S HUES COLOR SEPS
ERIC FEIN EDITOR
BOB BUDIANSKY EXECUTIVE EDITOR
BOB HARRAS EDITOR IN CHIEF


IT OOZES THROUGH HIM --
-- LIKE A FESTERING WOUND --
-- TAINTING HIM, MOCKING HIM!
-- TAUNTING HIM!
RIP THE FLESH!
KILL THEM ALL!
AND WHILE HE BATTLES VALIANTLY AGAINST THE LIVING, SENTIENT DISEASE THAT RAGES WITHIN HIM --
-- THE EFFECTS OF THE BATTLE MANIFEST THEMSELVES WITHOUT!
SHWIP
SHWAP
HE THROWS HIMSELF INTO THE NIGHT -- HOPING TO DROWN OUT THE BUBBLING, PURULENT VOICE THAT CHIDES HIM --
KILL THEM! MAIM THEM!
EVISCERATE THEM!
-- HOPING TO BURY THE ROTTEN, PUTRID PIECES OF CARNAGE THAT NOW VIOLATE HIS THOUGHTS --
... I SAID, "GIVE IT!"
Eh?
-- BENEATH THE WEIGHT OF RESPONSIBILITY!

YOU GOTTA HAVE MORE DEN DIS, MAN --
MICHAEL..?
-- AN' I'M T'INKIN' WHAT YOU GOT IS RIGHT HERE!
PLEASE -- JUST LEAVE US ALONE.
HEY, YOU!--
-- BAG OF PUS!--
-- LOSE THE BLADE AND APOLOGIZE --
WHAT THE --?!
-- AND DO IT NOW --
-- WHILE YOU STILL HAVE BOTH LUNGS!
CUT THEM!
TEAR THEM!
GRIND THEM!

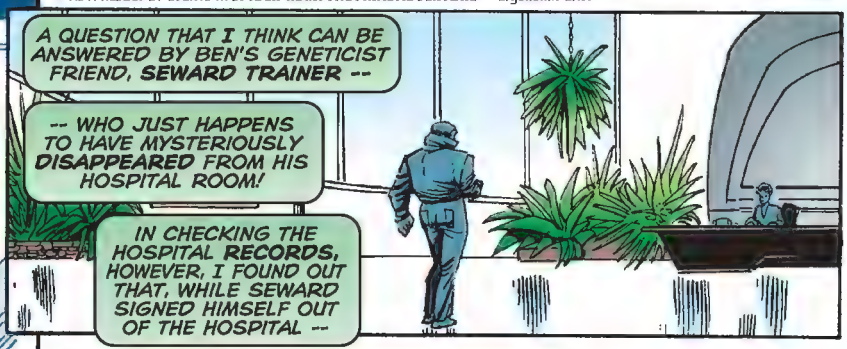
WHAT... IS THAT!?
IT'S COME TO GET US!
NOT ME, MAN! NOT ME!
SHWUKRUNCH
I DON'T WANT YOU --
-- JUST PIECES OF YOU!
SKKRAPP
NOoOoOoO!
SMELL THE BLOOD!
N-N-N-NOO-
FEEL THE BLOOD!
THE VISION HITS HIM LIKE A SLEDGEHAMMER TO THE GUT --
-- THE ALLEY BECOMING A SLAUGHTERHOUSE --

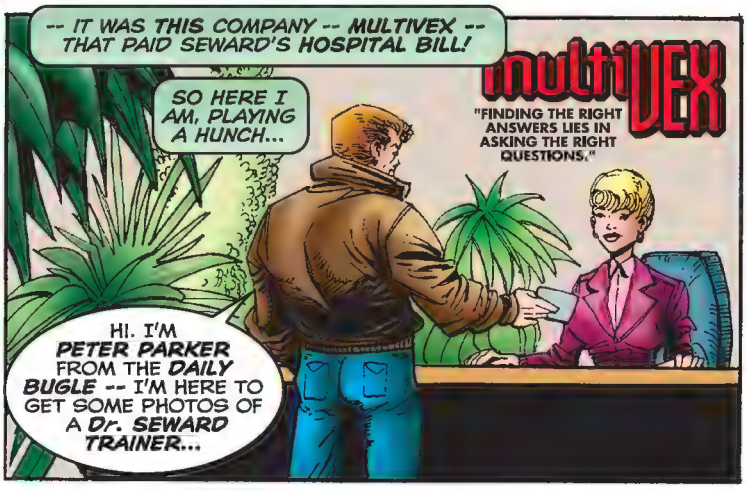
-- HE STANDS OVER THE BODIES -- SPATTERED IN BLOOD AND GORE --
-- MESENTERY AND MUSCLE --
-- SURROUNDED BY THE HORROR! BUT THE WORST OF IT IS NOT IN WHAT HE SEES, BUT IN WHAT HE FEELS --
-- AS HE REALIZES THAT A PART OF HIM WANTS THIS!
NO!
NO!
NO!
HUGNF!
GO!
GO WHILE YOU CAN!
THAT VISION -- SO REAL! I COULD FEEL IT/ TASTE IT/ THE SYMBIOTE'S INFLUENCE OVER ME IS MUCH STRONGER THAN I --
-- Eh?!
I SAID GO!
I CAN'T KEEP THIS UP/ I THOUGHT THAT I COULD KEEP CARNAGE TRAPPED INSIDE ME --
-- BUT HE'S AFFECTING ME -- TWISTING ME!
I NEED HELP -- NEED TO GET SOME ANSWERS FROM THE ONE PERSON WHO CAN HELP ME../

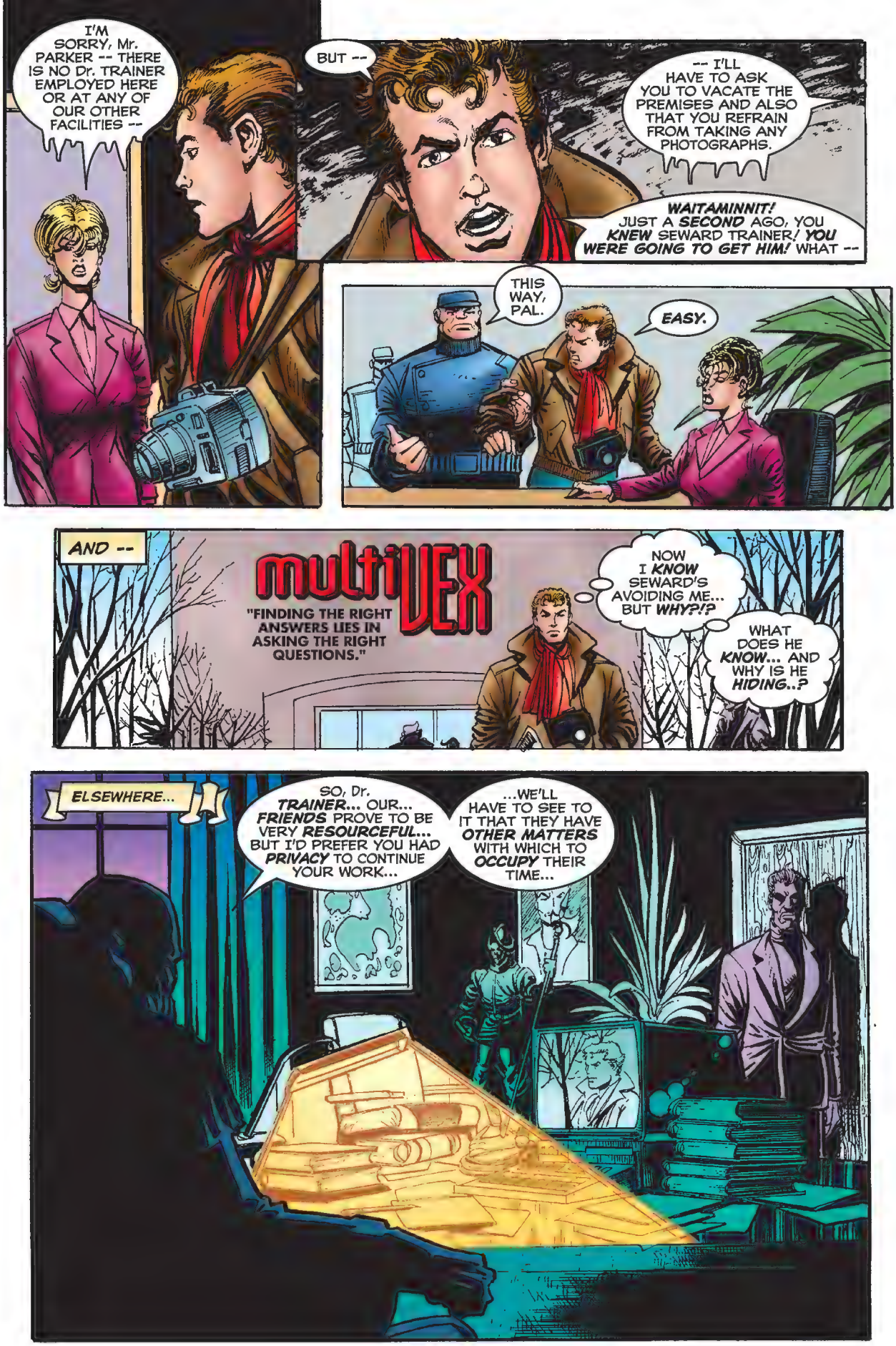

I CAME HERE FOR SOME ANSWERS... MOSTLY BECAUSE I'VE SUDDENLY FOUND MY LIFE FULL OF QUESTIONS!
AFTER SURVIVING THE BOMBSHELL THAT WAS DROPPED ON ME SEVERAL MONTHS AGO --
-- THAT I WAS NOT THE REAL PETER PARKER, THE REAL SPIDER-MAN -- THAT I WAS ACTUALLY THE CLONE OF THE ORIGINAL --
MARY-JANE AND I RODE OFF INTO THE SUNSET, EAGER TO START A NEW LIFE, A NORMAL LIFE --
AND IT COULDN'T HAVE GOTTEN MORE NORMAL. I EVEN LOST MY POWERS! I'M A NORMAL GUY! *

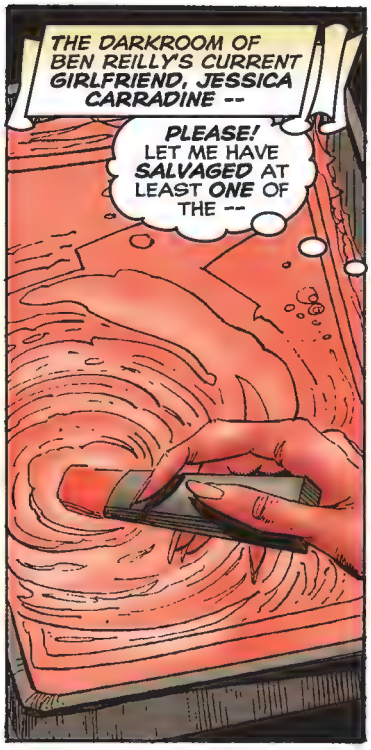
* AS A RESULT OF EVENTS IN SPIDER-MAN: THE FINAL ADVENTURE -- Ergonomic Eric.

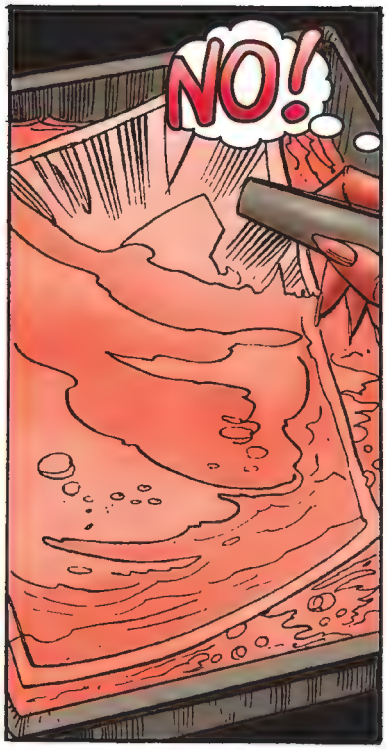
BUT, NOW, SOME RECENT DEVELOPMENTS -- NAMELY THE DISCOVERY OF A SKELETON THAT SHOULD, OR COULD, ONLY BELONG TO SPIDER-MAN --
-- HAS GOT ME WONDERING HOW MUCH OF THAT STORY IS TRUE... IF ANY OF IT!
AND MORE IMPORTANTLY -- IF I'M NOT THE CLONE --
-- WHAT AM I?!


A QUESTION THAT I THINK CAN BE ANSWERED BY BEN'S GENETICIST FRIEND, SEWARD TRAINER --
-- WHO JUST HAPPENS TO HAVE MYSTERIOUSLY DISAPPEARED FROM HIS HOSPITAL ROOM!
IN CHECKING THE HOSPITAL RECORDS, HOWEVER, I FOUND OUT THAT, WHILE SEWARD SIGNED HIMSELF OUT OF THE HOSPITAL --


-- IT WAS THIS COMPANY -- MULTIVEX -- THAT PAID SEWARD'S HOSPITAL BILL!
SO HERE I AM, PLAYING A HUNCH...
multiVEX
"FINDING THE RIGHT ANSWERS LIES IN ASKING THE RIGHT QUESTIONS."
HI. I'M PETER PARKER FROM THE DAILY BUGLE -- I'M HERE TO GET SOME PHOTOS OF A Dr. SEWARD TRAINER...


I'M SORRY, Mr. PARKER -- THERE IS NO Dr. TRAINER EMPLOYED HERE OR AT ANY OF OUR OTHER FACILITIES --
BUT --
-- I'LL HAVE TO ASK YOU TO VACATE THE PREMISES AND ALSO THAT YOU REFRAIN FROM TAKING ANY PHOTOGRAPHS.
WAITAMINNIT! JUST A SECOND AGO, YOU KNEW SEWARD TRAINER! YOU WERE GOING TO GET HIM! WHAT --
THIS WAY, PAL.
EASY.
AND --
multiVEX
"FINDING THE RIGHT ANSWERS LIES IN ASKING THE RIGHT QUESTIONS."
NOW I KNOW SEWARD'S AVOIDING ME... BUT WHY?!?
WHAT DOES HE KNOW... AND WHY IS HE HIDING..?
ELSEWHERE...
SO, Dr. TRAINER... OUR... FRIENDS PROVE TO BE VERY RESOURCEFUL... BUT I'D PREFER YOU HAD PRIVACY TO CONTINUE YOUR WORK...
...WE'LL HAVE TO SEE TO IT THAT THEY HAVE OTHER MATTERS WITH WHICH TO OCCUPY THEIR TIME...





"...AND I HAD MY CHANCE!... CLICKED OFF A WHOLE ROLL OF THE UGLY THING..!
"...ONLY TO HAVE MY CAMERA KNOCKED OUT OF MY HANDS...CRACKING THE CASING AND EXPOSING THE FILM!

✳ IT ALL HAPPENED IN SPIDER-MAN #67, STILL ON SALE --Eric

BUT, I'M NOT FINISHED YET! IF I COULD GET SOME SHOTS THE FIRST TIME, I CAN DO IT AGAIN!
I'LL GET SHOTS OF THIS SPIDER-FREAK AND SPIDER-MAN AND WHATEVER ELSE JAMESON NEEDS --
-- TO NAIL SPIDER-MAN TO THE WALL!

RAVENCROFT...
-- THE UPSTATE PSYCHIATRIC SECURITY FACILITY FOR THE CRIMINALLY INSANE.
THERE'S NO DOUBT ABOUT IT --
-- KASADY IS DYING!
DEPRIVED OF THE ALIEN SYMBIOTE WHICH HAD BONDED WITH HIS BLOOD, HIS BODY HAS BEGUN TO ATROPHY --
-- WASTING AWAY BEFORE OUR EYES!
WE'VE EXHAUSTED OUR RESOURCES IN TRYING TO SIMULATE THE SYMBIOSIS -- TRANSFUSIONS AND THE LIKE --
-- BUT WE CAN'T EVEN DECELERATE THE DETERIORATION! KASADY'S ONLY HOPE IS IN REUNITING HIM WITH THE CARNAGE SYMBIOTE --
-- GOD HELP US.
AND I SERIOUSLY DOUBT, Dr. KAFKA, THAT THE SYMBIOTE IS GOING TO COME BACK WILLINGLY -- CARNAGE DOESN'T NEED CLETUS KASADY ANYMORE!
IT'S FOUND A STRONG, HEALTHY HOST IN SPIDER-MAN AND WHILE IT SEEMS LIKE SPIDEY'S TRYING TO CONTROL THAT MONSTER INSIDE HIM --
-- HE TORE THROUGH MY MEN AND ME LIKE WE WEREN'T EVEN THERE!
WE'RE RUNNING BLIND HERE! FOR AS MUCH DATA AS WE'VE GATHERED ON THE CARNAGE SYMBIOTE, THERE'S STILL SO MUCH MORE WE DON'T KNOW --
"-- WHY, WE'RE STILL NOT CERTAIN HOW IT GOT OUT IN THE FIRST PLACE!

* IT ALSO HAPPENED IN SPIDER-MAN #67 – Eric

DEET DEET
JAMESON HERE.
JOHN, I'VE GOT SPIDER-MAN ON MONITOR -- HE JUST BREACHED THE OUTER PERIMETER OF THE GROUNDS -- SOUTH EAST SECTOR --
-- REQUEST WE GO TO CODE 5!
DO IT! TELL MARTINS I'LL MEET HIM THERE!
DOCTOR, I WANT YOU TO GO TO YOUR OFFICE, NOW! AND WHILE IT WON'T MEAN MUCH --
"LOCK THE DOORS!"
NEED TO FLAY SOMETHING! RIP THE FLESH TO RED RED RIBBONS..!
CARNAGE INFLUENCE... GETTING STRONGER! MAYBE 'CAUSE I'M IN CLOSE PROXIMITY TO --
SHOOM
EEEEEEE
MICROWAVE CANNONS TEAR AT HIM -- NEARLY DRIVING THE CARNAGE SYMBIOTE FROM HIM --

THE CANNONS DIDN'T STOP HIM, SIR!
DON'T SWEAT THE SMALL STUFF, ROBERTS -- PREPARE TO FIRE AGAIN! ON MY MARK!
SCRRRAPE THEIR SKIN TO STREAMERS!
SHOULD HAVE SEEN THAT ATTACK COMING...
HAVE TO GET IN -- GET ANSWERS --
SHWIPT
SHWIPT
KEEP 'EM ON HIM!
SHLICK
SHWAP
SKEWER HIM! SKEWER HIS EYES!
SHLWKT
BUT BONDING WITH THE SYMBIOTE HAS DULLED MY SPIDER-SENSE ALONG WITH EVERY-THING ELSE!
HAVE TO MAKE IT RECOGNIZE THREATS TO CARNAGE NOW, AS WELL!

CARVE THEM!
CARVE THEM!
CARVE THEM!
SPIDER-SENSE!
JAMESON!
CHOMP!
YOUR BLOOD, JAMESON --
-- I CAN... IT! IT'S HEAR SCREAMING TO ME! IT WANTS TO COME OUT! IT WANTS TO --
OUT HIM!
SPILL HIM OUT ON THE GROUND!
NO! DON'T PUSH ME, JAMESON! DON'T TRY TO STOP ME!
I'M HOLDING ON, BUT I NEED THE ANSWERS!

UNIT TWO! HEAD HIM OFF! HE'S HEADING FOR KAFKA'S OFFICE!
BE READY TO HIT HIM WITH A STEADY BARRAGE FROM THE MICRO-WAVE CANNONS! YOU SEE SO MUCH AS A WEB --
" -- LIGHT HIM UP!"
WE'RE ALREADY IN POSITION HERE, SIR, BUT --
"--WHERE IS HE?!"
WHERE IS...
SPIDER-MAN'S ON A RAMPAGE! WITH CARNAGE POSSESSING HIM, HE'S CONSTANTLY STRUGGLING TO MAINTAIN DOMINANCE --
-- AND IT LOOKS LIKE HE'S WINNING -- BUT I CAN'T TAKE THAT CHANCE! HE SAID HE NEEDED ANSWERS, BUT IF NOT FROM KAFKA, THEN --
-- Oh, NO!
ELSEWHERE...
SKRANNNK
KASADy!

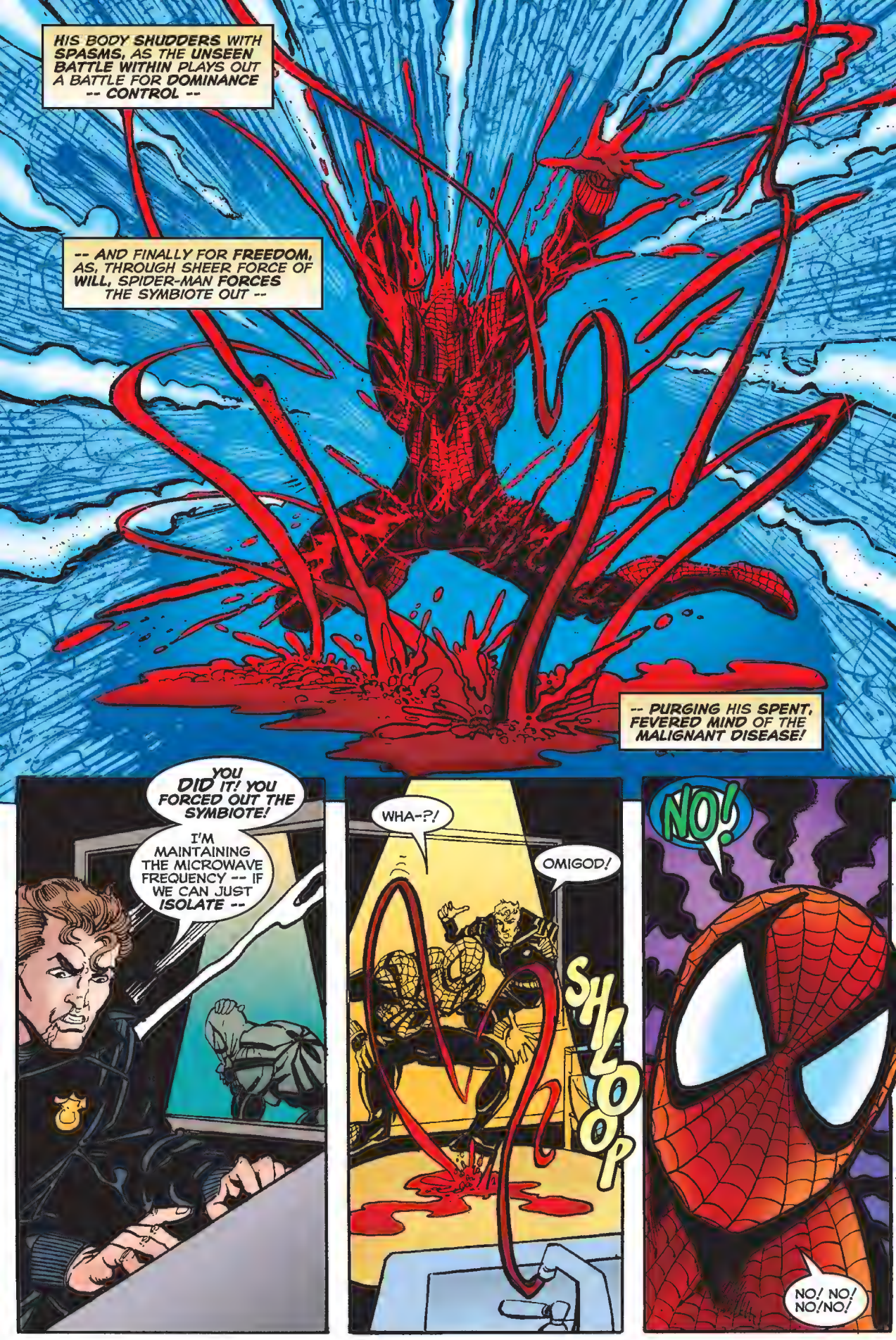
I'M COMING FOR YOU, KASADY!
I WANT ANSWERS!
I WANT --
-- YOU, SPIDER!
STOP FIGHTING ME! YOU CAN'T WIN!
EMBRACE ME AND ALL THIS GORY GLORY CAN BE YOURS!
NO! CAN'T GIVE IN --
-- HAVE TO MAINTAIN CONTROL!
KASADY..?
KASADY/...?
I COULD FEEL YOU COMING...
I KNEW YOU'D MISS ME --
-- I KNEW YOU'D WANT TO BE WITH ME --
SLURT
SLOOPT

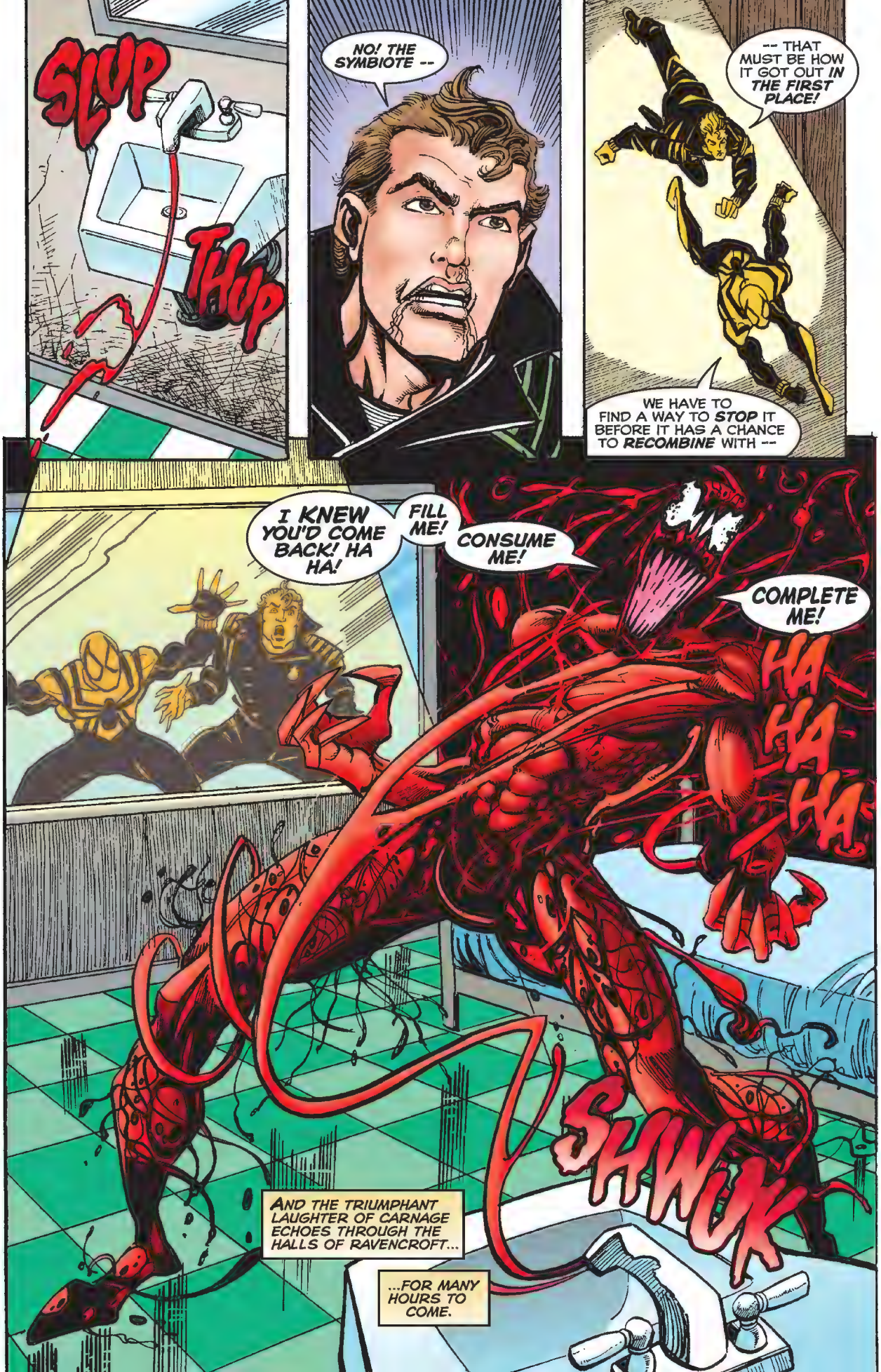
I CAN TELL IT'S WORKING ON YOU -- EATING AT YOU --
-- WORMING ITS WAY THROUGH YOUR HEAD LIKE MAGGOTS!
YOU'RE SO LUCKY...
HOW DO I BEAT IT, KASADY!? HOW DO I CONTROL IT!?
YOU CAN'T. YOU CAN'T BEAT IT. YOU CAN'T CONTROL IT.
IT'S A DISEASE -- A CANCER GROWING INSIDE YOU --
-- SPREADING ITS FINGERS THROUGHOUT YOUR BRAIN --
-- ALTERING YOUR PERCEPTIONS --
-- TWISTING YOU INTO WHAT IT WANTS TO BE!
AND I WANT YOU TO BE A BLOODY PIECE OF MEAT THAT I CAN PLAY WITH! I WANT YOU TO BE SMALL! GIVE IN TO ME!
RUB A LAMP, PAL --
-- THIS IS MY HEAD -- THIS IS MY MIND --
-- MY WILL AGAINST YOURS --

-- AND I WON'T BE COWED IN MY OWN HEAD!
SPAK
WAKT
YOU'RE NOT GONNA DIE, YOU HEAR ME?
I'M DYING, Y'KNOW --
-- DYING 'CAUSE YOU'RE NOT IN ME.
YOU'VE FOUND SOMEONE HEALTHIER -- STRONGER -- SOMEONE WHO'S FREE!
BUT I CALLED TO YOU AND YOU CAME. I KNOW THAT YOU MISS ME -- NEED ME --
-- COME TO ME.
SHWIKT
YESS...
NO!
SIR! THEY'RE TRYING TO MAKE CONTACT! SHOULD I --
NO. WAIT JUST A LITTLE LONGER.,
NO! I DON'T CARE IF I HAVE TO KEEP YOU INSIDE ME FOREVER --
-- I WON'T LET YOU REUNITE WITH KASADY! I WON'T BE RESPONSIBLE FOR LOOSING CARNAGE ON THE WORLD AGAIN!
WUD
K-RAKT

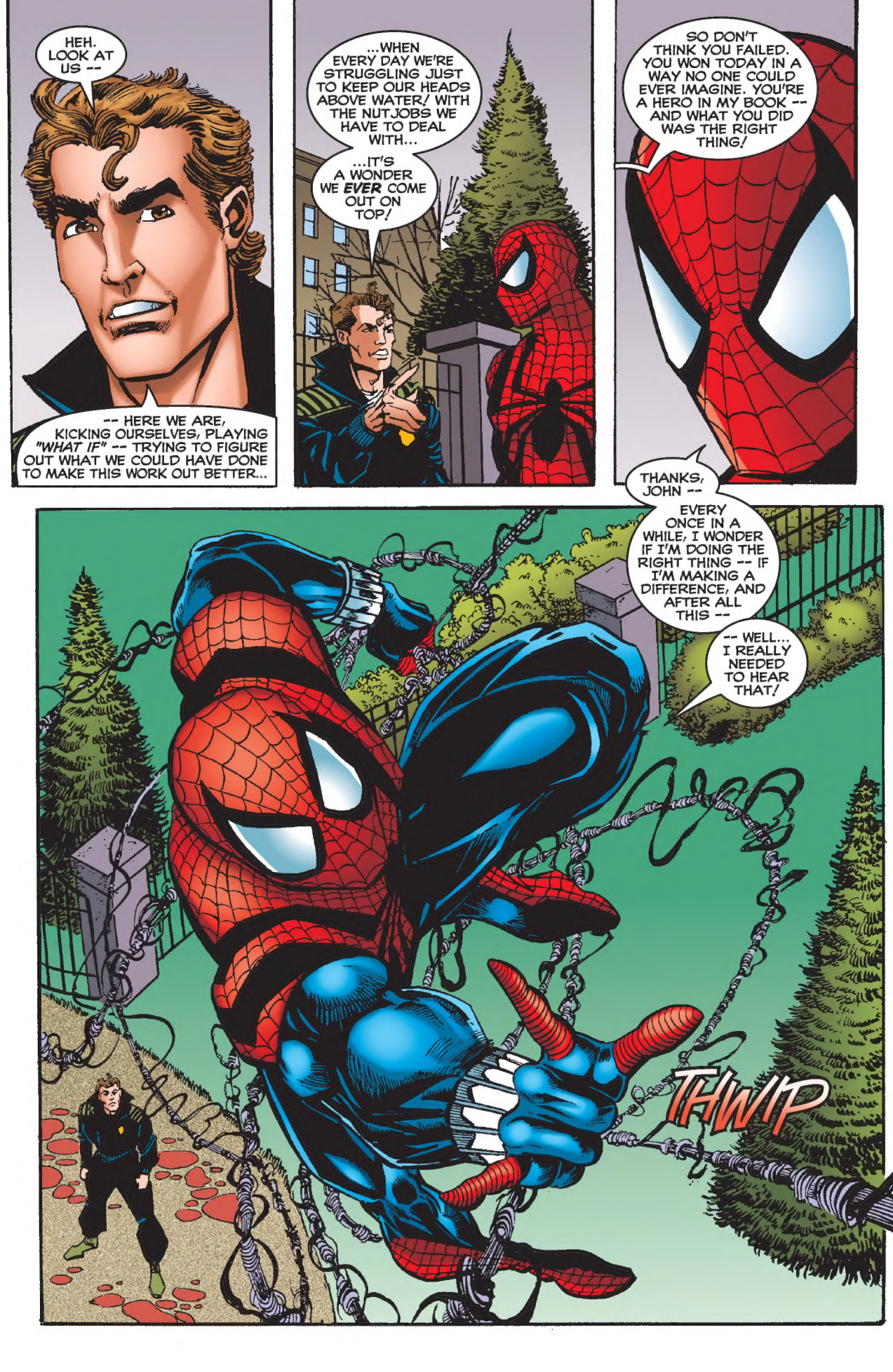
TWAK
LIKE YOU HAVE A CHOICE!
YOU THINK YOU CAN IMPRISON ME IN HERE --
-- YOU CAN'T! I'M ALREADY --
UNGH!
-- WINNING! HAHAHA! I CAN FEEL HIM CORRUPTING YOU -- WEAKENING YOU --
COME! COME TO ME!
WHA --
NO!
SHWAKT
SHURT
SHLIP
SHLUT
YES... YES...
NO! I WON'T LET THIS HAPPEN!
NO!
NO!
NO!
WHUD
NO! YOU CAN'T HAVE HIM!
SHLIKT
SHLORP

I CAN CONTROL IT, KASADY! YOU'LL NEVER GET THE SYMBIOTE BACK!
SPIDER-MAN..?
JAMESON! I --
IT'S... IT'S STRONG... IT'S TOO MUCH OF A STRUGGLE... KEEPING THE SYMBIOTE DOWN!
IT'S POISONING ME... DESTROYING ME...
...I CAN FIGHT IT, BUT I CAN'T BE SURE! THE WORLD WOULD BE SAFER IF YOU JUST LOCK ME UP!
RIP HIM! SLICE HIM! --
--OPEN HIM UP!
BETTER TO TRAP IT INSIDE ME -- KEEP IT FROM ESCAPING -- MURDERING AGAIN!
A SHORT TIME LATER...
THIS CELL IS LIKE KASADY'S -- EQUIPPED WITH THE MICROWAVE PROJECTORS THAT ARE KNOWN TO SUBDUE THE SYMBIOTE!
I'M TURNING THEM ON AT LOW FREQUENCY -- MAYBE KEEP IT FROM PLAYING HAVOC WITH YOUR --
AAAAR-YES!
I CAN FEEL THE MICROWAVES WEAKENING IT! TURN IT UP! TURN IT UP!
I CAN'T! IT'D BROIL YOU WHERE YOU STAN --
JUST DO IT!


HIS BODY SHUDDERS WITH SPASMS, AS THE UNSEEN BATTLE WITHIN PLAYS OUT A BATTLE FOR DOMINANCE -- CONTROL --
-- AND FINALLY FOR FREEDOM, AS, THROUGH SHEER FORCE OF WILL, SPIDER-MAN FORCES THE SYMBIOTE OUT --
-- PURGING HIS SPENT, FEVERED MIND OF THE MALIGNANT DISEASE!
YOU DID IT! YOU FORCED OUT THE SYMBIOTE!
I'M MAINTAINING THE MICROWAVE FREQUENCY -- IF WE CAN JUST ISOLATE --
WHA-?!
OMIGOD!
SHLOOP
NO!
NO! NO! NO! NO!


SLUP
THUP
NO! THE SYMBIOTE --
-- THAT MUST BE HOW IT GOT OUT IN THE FIRST PLACE!
WE HAVE TO FIND A WAY TO STOP IT BEFORE IT HAS A CHANCE TO RECOMBINE WITH --
I KNEW YOU'D COME BACK! HA HA!
FILL ME!
CONSUME ME!
COMPLETE ME!
HA HA HA
SHWUK
AND THE TRIUMPHANT LAUGHTER OF CARNAGE ECHOES THROUGH THE HALLS OF RAVENCROFT...
...FOR MANY HOURS TO COME.

LATER...
...AND THE ONE THING THAT I'M SO DESPERATE TO AVOID TURNS OUT TO BE EXACTLY WHAT HAPPENS --
MAYBE IF I HAD BEEN STRONGER, I WOULD HAVE BEEN ABLE TO KEEP THE SYMBIOTE DOWN.
WHAT ARE YOU -- CRAZY?!
HERE YOU WERE WILLING TO SACRIFICE YOUR LIFE TO PUT AN END TO CARNAGE -- READY TO IMPRISON THAT THING IN YOUR MIND FOREVER!
I DON'T THINK I WOULD'VE BEEN ABLE TO DO THAT...
AND THINGS ENDED UP THE WAY THEY DID BECAUSE OF A VARIABLE WE DIDN'T EVEN KNOW WAS IN THE EQUATION...
...THAT IT WAS USING THE PLUMBING TO GET AROUND!
MAYBE IF SOMEONE HERE AT RAVENCROFT HAD CONSIDERED THAT POSSIBILITY, YOU WOULDN'T HAVE HAD TO GO THROUGH ALL OF THIS...
HEY -- WHO KNEW?!?
IT'S AN ALIEN LIFEFORM! YOU GUYS CAN'T BE EXPECTED TO SECOND-GUESS --


HEH. LOOK AT US --
-- HERE WE ARE, KICKING OURSELVES, PLAYING "WHAT IF" -- TRYING TO FIGURE OUT WHAT WE COULD HAVE DONE TO MAKE THIS WORK OUT BETTER...
...WHEN EVERY DAY WE'RE STRUGGLING JUST TO KEEP OUR HEADS ABOVE WATER/ WITH THE NUTJOBS WE HAVE TO DEAL WITH...
...IT'S A WONDER WE EVER COME OUT ON TOP!
SO DON'T THINK YOU FAILED. YOU WON TODAY IN A WAY NO ONE COULD EVER IMAGINE. YOU'RE A HERO IN MY BOOK -- AND WHAT YOU DID WAS THE RIGHT THING!
THANKS, JOHN --
EVERY ONCE IN A WHILE, I WONDER IF I'M DOING THE RIGHT THING -- IF I'M MAKING A DIFFERENCE, AND AFTER ALL THIS --
-- WELL... I REALLY NEEDED TO HEAR THAT!
THWIP

SPIDER-MAN: THE CLONE STORY MADE EASY... YEAH, RIGHT!

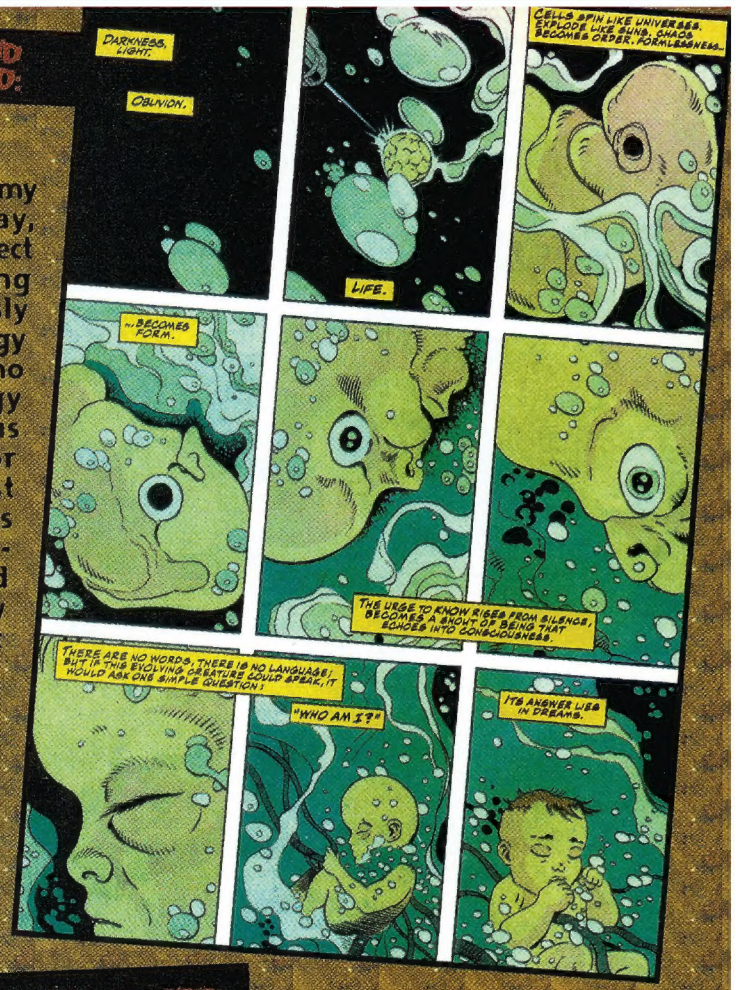
By Mark P. Bernardo

FIVE YEARS AND SEVERAL MONTHS AGO:

MILES WARREN

"The most crucial step in my master plan began today, when I finally created a perfect clone of Peter Parker, using cell samples surreptitiously taken from him in our biology class. The young fool had no idea that his kindly biology professor is in actuality his most deadly nemesis! Nor did he have the slightest inkling that I am aware of his dual identity as Spider-Man...the man who killed my beloved Gwen. How dearly he will pay for that transgression!

"I sometimes wonder about the whereabouts of my first, failed Parker-clone...the prototype. Ah, well, he was just a bad batch of chemicals."


DARKNESS. LIGHT.
OBLIVION.
LIFE.
CELLS SPIN LIKE UNIVERSES. EXPLODE LIKE SUNS. CHAOS BECOMES ORDER. FORMLESSNESS...
...BECOMES FORM.
THE URGE TO KNOW RISES FROM SILENCE, BECOMES A SHOUT OF BEING THAT ECHOES INTO CONSCIOUSNESS.
THERE ARE NO WORDS, THERE IS NO LANGUAGE, BUT IF THIS EVOLVING CREATURE COULD SPEAK, IT WOULD ASK ONE SIMPLE QUESTION:
"WHO AM I?"
ITS ANSWER LIES IN DREAMS.

FIVE YEARS AGO:

BEN REILLY

"The first thing I remembered was this really disorienting feeling that things weren't quite right. I had awakened outside a factory in Brooklyn, in the pouring rain. I had a vague memory of a fight in Shea Stadium with a clone of myself, but my first reaction was to get home...to Mary Jane's arms, to my life. But when I got there, I looked in the window of my apartment and saw myself...Peter Parker, there, with MJ...the woman that I was just starting to love. Then a painful flash in my head: I was the clone, the copy, the fake. And the world fell out from under me.

"I didn't really care if I even survived that dark, stormy night; but I did. The next morning, I went back to an apartment in which I now felt like an intruder. I grabbed some cash, some mementos, and an extra set of the Spider-Man gloves and mask. (Even then, I couldn't leave my double life totally behind, I guess.) I jumped on a bus going west, and met this shoe salesman by the name of Clifford Gross. At first, I found him obnoxious and overbearing, but keeping that poor, pitiable soul from committing suicide is ultimately what gave me the strength and perseverance to go on in my own wretched life. I decided I needed a name... so I became Ben Reilly, for my Uncle Ben, and using Aunt May's maiden name. I got back on a bus headed west, ready to resume some kind of life."

I THOUGHT SHE'D WRESTLED WITH HER DEMONS AND WON; CHANNELED HER PAIN INTO A LIFE OF SERVICE TO THE LAW.
I THOUGHT SHE WAS MY HOPE.
WHEN I HELD LOUISE IN MY ARMS -- I WAS CLINGING TO MY OWN SALVATION.
BUT THAT NIGHT I REALIZED, WITH UTTER FINALITY, WHAT A FOOL I'D BEEN. HOPE AND SALVATION WERE ILLUSIONS.
AND LOVE --

FOUR YEARS AGO:

SEWARD TRAINER

"Ben Reilly was something of a wreck when he arrived at the Traveler Inn in Rachel, Vermont. I saw something in this brash young man...something noble underneath the cynicism that a year on the road can create in a man. I put him up, tended to his health, and gave him a job as a lab assistant. When a nuclear core meltdown threatened my lab, destroying years of work, Ben revealed his superhuman abilities in preventing disaster. He entrusted me with the secret of where those abilities came from...and the tragic life that has resulted. That day, I vowed to do whatever I could to aid Ben Reilly in finding a place in the world."

TWO YEARS AGO:

KAINE

"I have followed Reilly's trail for three lonely years since being abandoned by my unfeeling 'father,' the Jackal. At first it was merely out of a sense of curiosity, a perverse joy in seeing this man, the original Peter Parker from whose cells I was cloned, doomed to a life as empty as my own. It was in Salt Lake City where everything changed...my morbid curiosity turned to outright hatred. I met a woman—a police officer named Louise Kennedy, who saw beyond my scars and my rage. I thought I had found love of a sort...until Kennedy revealed herself to be on the payroll of the filthy druglord whose organization Reilly was clandestinely trying to bring to justice. Reilly had also found a love of his own...a love not cursed by betrayals. A life, for that matter, not cursed by the cellular degeneration that was ravaging my body and mind. From the moment of that realization, I devoted my life to tormenting Reilly, and denying him happiness. The first step came when, in a fit of rage, I snapped the traitorous Kennedy's neck, branding her with my Mark of Kaine. I then left Salt Lake City to let Reilly take the blame for the crime."

APPROXIMATELY FOUR MONTHS AGO:

BEN REILLY

"I'd managed to avoid any contact with my old life for a long time...until one of my periodic phone calls to Aunt May revealed she'd had a serious stroke that left her hovering between life and death. Though I swore never to return, I promptly left the temp job I was doing in the Northwest and headed for New York. Even though I wasn't really Peter Parker (or so I thought), the memories I have of her were important in shaping who I have become. Unfortunately, while visiting her at the hospital, I ran into Peter...and his first reaction was pretty expected. While we were slugging it out, this ghostly being called Chaka showed up, and we both ended up at Ravencroft Institute, joining forces to stop this mysterious creep named Judas Traveller from letting all the nutcases out. Out of all this, I realized that, even though I was a clone, I had a responsibility to use my powers for good...and soon the hero, unfortunately saddled with the name, 'Scarlet Spider' was born! I couldn't leave New York yet...not until Aunt May was all right."

KAINE

APPROXIMATELY THREE AND A HALF MONTHS AGO:

"The visions started coming with increasing frequency after I came to New York. Mary Jane Watson-Parker, the wife of my clone-brother, Peter Parker, murdered by an unknown assailant. I refused to let this happen. All the potential murderers had to be eliminated. I killed the novice Grim Hunter, and then crushed the life from the diabolical Doctor Octopus. By then, Reilly was getting uncomfortably close to Peter's life...to destroying what my clone-brother had built for himself. But Reilly's own past was closing in as well..."

APPROXIMATELY THREE MONTHS AGO:

THE JACKAL

"The memory implants that I placed in both Reilly and Parker five years ago have worked perfectly, luring the two Spider-boys to my stronghold in the Catskills. I wanted an audience for the unveiling of my new, genetically perfect body. (It took five years in an incubation pod to acquire it.) I took great delight in planting the seeds of doubt in both of their minds as to whom the original Parker was...a bit of fun before I escaped and went about setting in motion my larger scheme."

APPROXIMATELY TWO MONTHS AGO:

PETER PARKER

"Everything hit the fan right after Aunt May died. Right after the funeral, this detective from the Salt Lake City PD shows up and arrests me for murder! It turns out he was really after Reilly, for a crime that was committed by Kaine! To prove this, Reilly took my place in prison while I cleared his name. Fortunately, Kaine confessed to the murder before either me or Ben could fry, only to later escape! Then tests run on MJ's unborn child by Ben's scientist buddy, Seward Trainer, led to the revelation that I was actually the clone, and Ben was the original Peter! I went a little nuts after that. I came to my senses, with the help of Ben, and ultimately helped him shut down the Jackal's schemes. Even Kaine—who, it turned out, saw me as a brother—sacrificed his life in the final battle. I kept the name Peter Parker, and continued for a while as Spidey...but a few close calls convinced me that the greatest responsi-bility isn't punching out badguys—it's being a father. So MJ and I left NewYork...leaving the mantle of the Big Apple' web-swinger to Ben."

HIS BLOOD IS DRENCHING WITH THE POSSIBILITY THAT IT MIGHT BE MINE.
HE WAS IN IT, MEDDLING IT WELL... SO THAT HE COULD RID HIMSELF OF THE CREATURE TERRORIZING HIS WIFE AND TERRORIZING HIS LIFE.
IT MUST END.
WOW!
THESE TWO MEN CHOSE AS PETER PARKER MUST DRINK WITH ONE LAST PROBLEM.
IT'S A BIG ONE, TROOPERS.
WHAT TO DO ABOUT JOHN REILLY?
WE HAVE TO DO SOMETHING.

TODAY:

BEN REILLY

"It was pretty daunting starting over again. Even though I'd been Spider-Man first, Peter had been Spider-Man longer. He'd made the role his own. I started trying to build myself a life in New York as Ben Reilly, and continued fighting crime as the Scarlet Spider...until a scheme by the crafty new Doctor Octopus made that identity public enemy number one. It was time for Spider-Man to swing again...so I came up with a new costume to reclaim for myself the mantle that the Jackal's vengeful scheme had so long denied me...the mantle of the one, true Spider-Man! It's good to be back!"

THE MAN BENEATH THE MASK MAY LOOK LIKE PETER PARKER, BUT HIS NAME'S BEN REILLY — THE FORMER SCARLET SPIDER AND BRAND-SPANKING-NEW SPIDER-MAN!

But that typical Parker luck isn't shy when it comes to novices, as Ben finds out when he comes face-to-face with the web-slinger's most psychotic foe: Carnage! In the meantime, Peter and MJ face some major life changes, including the shocking loss of Peter's spider-powers!

Collecting *Amazing Spider-Man (1962) #409-410, Sensational Spider-Man (1996) #2-3, Spectacular Spider-Man (1976) #231-233, Spider-Man (1990) #66-67, Spider-Man: The Final Adventure #1-4, Spider-Man Team-Up #2 and Spider-Man Unlimited (1993) #11* — written by Tom DeFalco, Dan Jurgens, Todd Dezago, Howard Mackie, Fabian Nicieza, George Perez, Roger Stern and Adam Santangelo; and illustrated by Mark Bagley, Dan Jurgens, Sal Buscema, John Romita Jr., Darick Robertson, Tom Grindberg and Dave Hoover.